

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

**ATTORNEY MONTHLY FEE STATEMENT COVER SHEET**  
**FOR THE PERIOD JANUARY 1, 2023, THROUGH JANUARY 31, 2023**

In re BlockFi Inc., *et al.*

Applicant: Kirkland & Ellis LLP and  
Kirkland & Ellis International LLP.

Case No. 22-19361 (MBK)

Client: Debtors and Debtors in Possession

Chapter 11

Case Filed: November 28, 2022

**COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION  
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.**

**RETENTION ORDER ATTACHED.**

<u>/s/ Joshua A. Sussberg</u>	<u>04/03/2023</u>
JOSHUA A. SUSSBERG	Date

<p style="text-align: center;"><b>SECTION I</b> <b>FEE SUMMARY</b></p>
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Summary of Amounts Requested for the Period  
January 1, 2023, through January 31, 2023 (the “**Compensation Period**”)

Fee Total	\$2,768,877.00
Disbursement Total	\$43,518.05
Total Fees Plus Disbursements	\$2,812,395.05

Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$2,305,101.64
Total Fees and Expenses Allowed to Date:	\$0.00
Total Retainer Remaining:	\$529,673.00
Total Holdback:	\$0.00
Total Received by Applicant:	\$0.00

<b>Name of Professional</b>	<b>Title</b>	<b>Department</b>	<b>Year Admitted</b>	<b>Hours</b>	<b>Rate</b>	<b>Fee</b>
Joey Daniel Baruh	Associate	Litigation - General	2021	2.60	\$985.00	\$2,561.00
Ziv Ben-Shahar	Associate	Restructuring	2022	38.10	\$735.00	\$28,003.50
Erin Bishop	Associate	Litigation - General	2017	5.80	\$1,135.00	\$6,583.00
Cade C. Boland	Associate	Litigation - General	2021	26.10	\$985.00	\$25,708.50
Karsten Busby	Associate	ECEB - Executive Compensation	2016	2.70	\$1,295.00	\$3,496.50
Stephen Coudounaris	Associate	Technology & IP Transactions	2015 (Australia)	21.20	\$1,155.00	\$24,486.00
Trevor Eck	Associate	Restructuring	Pending	163.30	\$735.00	\$120,025.50
Will Guthrie	Associate	Corporate - M&A/Private Equity	2008	23.50	\$1,245.00	\$29,257.50
David Hackel	Associate	Restructuring	Pending	68.70	\$735.00	\$50,494.50
Aleschia D. Hyde	Associate	Litigation - General	2021	20.50	\$985.00	\$20,192.50
Rob Jacobson	Associate	Restructuring	2019	201.40	\$1,155.00	\$232,617.00
Katherine Karnosh	Associate	Taxation	2021	4.50	\$935.00	\$4,207.50
Mike James Koch	Associate	Restructuring	2020	106.00	\$735.00	\$77,910.00
Sarah R. Margolis	Associate	Restructuring	2021	130.80	\$995.00	\$130,146.00
Angelina Moore	Associate	Litigation - General	2019	7.50	\$1,080.00	\$8,100.00
Brian Nakhaimousa	Associate	Restructuring	2021	139.60	\$995.00	\$138,902.00
Alex D. Pappas	Associate	Litigation - General	2021	8.70	\$985.00	\$8,569.50
Isabella J. Parette	Associate	Restructuring	Pending	134.10	\$735.00	\$98,563.50
Francis Petrie	Associate	Restructuring	2017	213.90	\$1,295.00	\$277,000.50
Margaret Reiney	Associate	Restructuring	2018	158.00	\$1,155.00	\$182,490.00
Chloe Reum	Associate	Litigation - General	Pending	25.30	\$715.00	\$18,089.50
Bryant Roby Jr.	Associate	Litigation - General	2021	9.60	\$985.00	\$9,456.00
Jimmy Ryan	Associate	Restructuring	2022	80.20	\$885.00	\$70,977.00
Alexandra Schrader	Associate	Litigation - General	2021	3.30	\$985.00	\$3,250.50
Katie J. Welch	Associate	Litigation - General	2018	43.00	\$1,135.00	\$48,805.00
Alex Zapalowski	Associate	Technology & IP Transactions	2016 (UK)	7.10	\$1,245.00	\$8,839.50
Mason N. Zurek	Associate	Restructuring	2021	57.80	\$995.00	\$57,511.00
Bob Allen, P.C.	Partner	Litigation - General	2012	34.60	\$1,605.00	\$55,533.00
Bill Arnault, P.C.	Partner	Litigation - General	2009	27.00	\$1,595.00	\$43,065.00
Steven M. Cantor	Partner	Taxation	2017	3.10	\$1,455.00	\$4,510.50
Emma L. Flett	Partner	Technology & IP Transactions	2009 (UK)	9.90	\$1,795.00	\$17,770.50
Susan D. Golden	Partner	Restructuring	1988	21.30	\$1,475.00	\$31,417.50
Shayne Henry	Partner	Litigation - General	2014	49.70	\$1,310.00	\$65,107.00
Richard U. S. Howell, P.C.	Partner	Litigation - General	2006	91.20	\$1,620.00	\$147,744.00
Casey McGushin	Partner	Litigation - General	2014	47.30	\$1,415.00	\$66,929.50
Christine A. Okike, P.C.	Partner	Restructuring	2009	111.40	\$1,850.00	\$206,090.00

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
William T. Pruitt	Partner	Litigation - General	2004	2.90	\$1,550.00	\$4,495.00
Laura K. Riff	Partner	Litigation - General	2011	82.10	\$1,405.00	\$115,350.50
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	2.80	\$1,680.00	\$4,704.00
Michael B. Slade	Partner	Litigation - General	1999	86.50	\$1,855.00	\$160,457.50
Josh Sussberg, P.C.	Partner	Restructuring	2004	40.70	\$2,045.00	\$83,231.50
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	11.90	\$1,615.00	\$19,218.50
Kate Vera, P.C.	Partner	ECEB - Executive Compensation	2016	4.20	\$1,605.00	\$6,741.00
Jenny Wilson	Partner	Technology & IP Transactions	2012 (UK)	6.20	\$1,595.00	\$9,889.00
Luke Spangler	Junior Paralegal	Restructuring	N/A	7.40	\$325.00	\$2,405.00
Art Sett	Law Clerk	Technology & IP Transactions	N/A	4.00	\$465.00	\$1,860.00
Julia R. Foster	Paralegal	Restructuring	N/A	12.10	\$480.00	\$5,808.00
Meghan E. Guzaitis	Paralegal	Litigation - General	N/A	3.80	\$550.00	\$2,090.00
Megan Buenviaje	Litigation & Practice Tech Project Manager	Litigation - General	N/A	26.40	\$475.00	\$12,540.00
Esther Estella Garcia	Litigation & Practice Technology Discovery Advisor	Litigation & Practice Tech	N/A	15.10	\$645.00	\$9,739.50
Ricardo Guzman	Litigation & Practice Tech Project Manager	Litigation - General	N/A	12.50	\$475.00	\$5,937.50
<b>TOTALS</b>				<b>2,417.40</b>		<b>\$2,768,877.00</b>

**SECTION II  
SUMMARY OF SERVICES**

<b>Matter Number</b>	<b>Services Rendered</b>	<b>Hours</b>	<b>Fee</b>
3	Adversary Proceeding & Contested Matters	45.80	\$69,692.50
4	Automatic Stay Matters	13.10	\$11,077.50
5	Business Operations	19.60	\$20,046.00
6	Case Administration	87.40	\$102,061.50
7	Cash Management	43.70	\$49,126.50
8	Customer and Vendor Communications	24.80	\$27,810.00
9	Claims Administration and Objections	130.60	\$132,766.00
10	Official Committee Matters and Meetings	105.10	\$157,729.00
11	Use, Sale, and Disposition of Property	516.70	\$521,405.00
12	Corp., Governance, & Securities Matters	13.10	\$16,308.50
13	Employee Matters	295.80	\$377,640.00
15	SOFAs and Schedules	102.60	\$122,978.50
16	Hearings	65.50	\$84,475.50
17	Insurance and Surety Matters	2.90	\$4,495.00
18	Disclosure Statement, Plan, Confirmation	12.40	\$9,480.50
19	International Issues	8.80	\$15,216.00
20	K&E Retention and Fee Matters	151.20	\$145,904.50
21	Non-K&E Retention and Fee Matters	195.20	\$226,607.00
22	Tax Matters	12.20	\$15,964.50
23	Non-Working Travel	22.80	\$30,777.00
24	U.S. Trustee Communications & Reporting	29.20	\$41,717.00
25	Regulatory	229.00	\$244,963.50
26	Investigation Matters	102.00	\$135,798.00
28	Pro Se Party Communication	4.80	\$3,996.00
29	Wallet Withdrawal Relief	183.10	\$200,841.50
<b>SERVICES TOTALS</b>		<b>2,417.40</b>	<b>\$2,768,877.00</b>

**SECTION III  
SUMMARY OF DISBURSEMENTS**

<b>Disbursements</b>	<b>Amount</b>
Third Party Telephone Charges	\$25.00
Standard Copies or Prints	\$560.30
Color Copies or Prints	\$1,570.25
Local Transportation	\$1,157.85
Travel Expense	\$10,323.93
Airfare	\$3,630.64
Transportation to/from airport	\$1,697.24
Travel Meals	\$880.57
Other Court Costs and Fees	\$8,742.32
Computer Database Research	\$2,097.69
Westlaw Research	\$7,770.02
LexisNexis Research	\$3,369.76
Overtime Transportation	\$684.21
Overtime Meals - Attorney	\$746.37
Computer Database Research - Soft	\$261.90
<b>DISBURSEMENTS TOTAL</b>	<b>\$43,518.05</b>

**SECTION IV  
CASE HISTORY**

- (1) Date cases filed: November 28, 2022
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: February 1, 2023, effective as of November 28, 2022. *See* **Exhibit A**.  
  
If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:<sup>1</sup>
  - (a) The Applicant worked with co-counsel at Haynes and Boone LLP to review, revise, and coordinate the filing of the Debtors' bankruptcy schedules and statements of financial affairs.
  - (b) The Applicant prepared and filed the bar date motion and obtained Court approval of the same.
  - (c) The Applicant prepared and filed the bidding procedures motion and obtained Court approval of the same.
  - (d) The Applicant negotiated with various constituents, including the Office of the United States Trustee (the "U.S. Trustee") and the Official Committee for Unsecured Creditors (the "Committee"), in connection with the final "first day" relief requested, and assisted in achieving consensual resolutions of the first day motions.
  - (e) The Applicant prepared and filed a statement in connection with the relief requested in the wallet withdrawal motion, and, in connection therewith, negotiated with various constituents, including the Official Committee for Unsecured Creditors and the Ad Hoc Committee of Wallet Account Holders..
  - (f) The Applicant (i) prepared, coordinated, and filed supplemental declarations in support of the Debtors' applications to retain professionals, including the Applicant, (ii) negotiated with the U.S. Trustee in connection with the relief requested in the professional retention applications, and (iii) assisted in achieving consensual resolution of various professional retention applications.

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<sup>1</sup> The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed.

- (g) The Applicant prepared and filed multiple declarations and pleadings in support of the Debtors' employee retention programs motion and negotiated with various constituents, including the U.S. Trustee and the Committee, in connection with the relief requested.
  - (h) The Applicant attended and participated in hearings related to the foregoing.
  - (i) The Applicant tended to others matters concerning administration of the chapter 11 cases.
  - (j) The Applicant rendered all other services set forth on the invoices attached hereto as **Exhibit B**.<sup>2</sup>
- (5) Anticipated distribution to creditors:
- (a) Administration expense: Unknown at this time.
  - (b) Secured creditors: Unknown at this time.
  - (c) Priority creditors: Unknown at this time.
  - (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors: This is the second monthly fee statement.

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<sup>2</sup> The invoice attached hereto as **Exhibit B** contains detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period.



**Exhibit A**

**Retention Order**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

**Caption in Compliance with D.N.J. LBR 9004-1(b)**

**COLE SCHOTZ P.C.**

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**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

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*Proposed Attorneys for Debtors and Debtors in Possession*

In re:

BLOCKFI INC., *et al.*,

Debtors.<sup>1</sup>



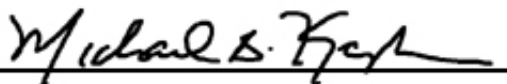
Order Filed on February 1, 2023  
by Clerk  
U.S. Bankruptcy Court  
District of New Jersey

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

**DATED: February 1, 2023**

  
Honorable Michael B. Kaplan  
United States Bankruptcy Judge

**ORDER AUTHORIZING THE RETENTION  
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND  
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS  
AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022**

The relief set forth on the following pages, numbered three (3) through nine (9) is **ORDERED**.

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Debtors: BLOCKFI INC., *et al.*

Case No.: 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

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Upon the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* (the “Application”),<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), and the declaration of Zachary Prince, the Chief Executive Officer and President of BlockFi Inc. (the “Prince Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest adverse to the

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

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Debtors' estates and (b) Kirkland is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED** to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**, to the extent set forth herein.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
  - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

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- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
  - c. attending meetings and negotiating with representatives of creditors and other parties in interest;
  - d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
  - e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
  - f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
  - g. advising the Debtors in connection with any potential sale of assets;
  - h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
  - i. advising the Debtors regarding tax matters;
  - j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
  - k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.
4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

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Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court.

Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Application, Declaration, or Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition advance payment retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to apply amounts from the prepetition advance payment retainer, that would otherwise be applied toward payment of postpetition fees and expenses, as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practice. At the conclusion of Kirkland's engagement by the Debtors, if the amount of any advance payment retainer held by Kirkland is in excess of the amount of Kirkland's outstanding and estimated fees, expenses, and costs, Kirkland will pay to the Debtors the amount by which any advance payment retainer exceeds such fees, expenses, and costs, in each case in accordance with the Engagement Letter.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

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6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland will charge no more than \$0.10 per page per standard duplication services in these chapter 11 cases.

9. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Haynes and Boone, LLP, Cole Schotz, P.C., and any additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases. As such, Kirkland shall use its best efforts to avoid duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

10. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland share or agree to share



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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

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compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by Bankruptcy Code section 504.

11. Upon entry of a final order on the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to File A Consolidated List of Top 50 Unsecured Creditors and Consolidated List of Creditors, (II) Authorizing the Debtors to Redact Certain Personally Identifiable Information of Individual Creditors, Clients, Equity Holders, and Current and Former Employees, (III) Authorizing Client Name Redaction, (IV) Waiving the Requirement to File an Equity List and Provide Notices Directly to Equity Security Holders, and (V) Granting Related Relief* [Docket No. 4], Kirkland will disclose the information that the Court orders to be unredacted, if any, through a supplemental declaration. Further, if the Court denies the Motion to Seal [Docket No. 127], Kirkland will, through a supplemental declaration, disclose the identities of all counterparties that were filed under seal, and the connections of Kirkland to such potential counterparties.

12. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application or Engagement Letter, Kirkland shall provide ten-business-days' notice of any such increases to the Debtors, the U.S. Trustee, and the Committee appointed in the Debtors' chapter 11 cases and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

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13. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

14. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

15. To the extent the Application, the Sussberg Declaration, the Prince Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

16. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

17. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

**Exhibit 1**

**Engagement Letter**

**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

Joshua A. Sussberg, P.C.  
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November 12, 2022

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201 Montgomery St. #263  
Jersey City, NJ 07302

Re: Retention to Provide Legal Services

Dear Mr. Mayers,

We are very pleased that you have asked us to represent BlockFi Inc., at the direction of the independent directors of BlockFi Inc., and only those affiliates and wholly or partially owned subsidiaries listed in an addendum or supplement to this letter (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

**General Terms.** This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

**Fees.** The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

**Expenses.** Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain

## KIRKLAND &amp; ELLIS LLP

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secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

**Billing Procedures.** The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

**Retainer.** Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$100,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

## KIRKLAND &amp; ELLIS LLP

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Please be advised that there is another type of retainer known as a “security retainer,” as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm’t Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client’s funds would be held in the Firm’s segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client’s creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client’s choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

**Termination.** The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client’s termination of the Engagement, (b) the Firm’s withdrawal, and (c) the substantial completion of the Firm’s substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm’s services are terminated for any reason, such termination shall be effective only to terminate the Firm’s services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm’s active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client’s behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

**Cell Phone and E-Mail Communication.** The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client’s professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and

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November 12, 2022  
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therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

**File Retention.** All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

**Data Protection.** You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at [www.kirkland.com](http://www.kirkland.com). We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.



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**Conflicts of Interest.** As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past,



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present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

**Restructuring Cases.** If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these

## KIRKLAND & ELLIS LLP

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relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

**No Guarantee of Success.** It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

**Consent to Use of Information.** In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

**Reimbursement of Fees and Expenses.** Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

**LLP.** Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

## KIRKLAND &amp; ELLIS LLP

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**Governing Law.** This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

**Miscellaneous.** This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

\* \* \*

Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

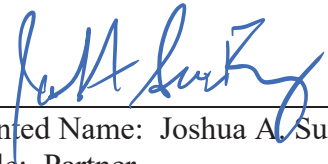
Very truly yours,

KIRKLAND & ELLIS LLP

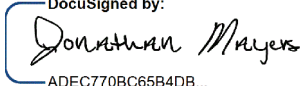
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By:   
Printed Name: Joshua A. Sussberg  
Title: Partner

Agreed and accepted this 12<sup>th</sup> day of November, 2022

BlockFi Inc.  
DocuSigned by:  
By:   
Name: Jonathan Mayers  
Title: General Counsel

KIRKLAND & ELLIS LLP

Mr. Mayers  
December 12, 2022  
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**SUPPLEMENTAL ADDENDUM: List of Client Affiliates**

BlockFi Asia PTE. Ltd.

BlockFi Cayman LLC

BlockFi Holding UK Limited

BlockFi International Ltd.

BlockFi Investment Products LLC

BlockFi Lending LLC

BlockFi Lending II LLC

BlockFi Services, Inc.

BlockFi Trading LLC

BlockFi UK Limited

BlockFi Ventures LLC

BlockFi Wallet LLC

## KIRKLAND & ELLIS LLP

### CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

*Effective 01/01/2022*

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
  - ▶ Black and White Copy or Print (all sizes of paper):
    - \$0.16 per impression for all U.S. offices
    - €0.10 per impression in Munich
    - £0.15 per impression in London
    - HK\$1.50 per impression in Hong Kong
    - RMB1.00 per impression in Beijing and Shanghai
  - ▶ Color Copy or Print (all sizes of paper):
    - \$0.55 per impression
  - ▶ Scanned Images:
    - \$0.16 per page for black and white or color scans
  - ▶ Other Services:
    - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
    - Binding - \$0.70 per binding
    - Large or specialized binders - \$13/\$27
    - Tabs - \$0.13 per item
    - OCR/File Conversion - \$0.03 per page
    - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.



- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.



**Exhibit B**

**Invoice**

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075863**  
**Client Matter: 54119-3**

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**In the Matter of Adversary Proceeding & Contested Matters**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 69,692.50

Total legal services rendered

\$ 69,692.50

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Cade C. Boland	2.00	985.00	1,970.00
Megan Buenviaje	2.70	475.00	1,282.50
Julia R. Foster	0.30	480.00	144.00
Susan D. Golden	0.50	1,475.00	737.50
Richard U. S. Howell, P.C.	11.60	1,620.00	18,792.00
Aleschia D. Hyde	3.00	985.00	2,955.00
Mike James Koch	2.30	735.00	1,690.50
Casey McGushin	1.10	1,415.00	1,556.50
Christine A. Okike, P.C.	0.20	1,850.00	370.00
Jimmy Ryan	1.30	885.00	1,150.50
Michael B. Slade	17.90	1,855.00	33,204.50
Josh Sussberg, P.C.	2.80	2,045.00	5,726.00
Katie J. Welch	0.10	1,135.00	113.50
<b>TOTALS</b>	<b>45.80</b>		<b>\$ 69,692.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/02/23	Megan Buenviaje	0.50	Prepare status report re document review progress (.4); conference with L. Riff re same (.1).
01/02/23	Aleschia D. Hyde	3.00	Review documents from document production.
01/02/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re ad hoc group communications.
01/03/23	Julia R. Foster	0.30	Coordinate calendar invites re March 15, 2023 pretrial hearing.
01/03/23	Susan D. Golden	0.50	Correspond with F. Petrie re redaction motion and reply.
01/04/23	Michael B. Slade	0.40	Telephone conference with individual counsel re case status update.
01/04/23	Michael B. Slade	0.70	Revise hearing slides and disclosure materials.
01/04/23	Katie J. Welch	0.10	Participate in video conference with J. Sussberg, K&E team re open adversary items.
01/05/23	Megan Buenviaje	2.20	Correspond with L. Riff and K&E teamer document collection and review strategy (.2), review workflow parameters and searches (.2); conference with K. Coverdale, K&E team re workflow status (.6); prepare workflow summaries (.9); update process documentation and tracking logs (.3).
01/08/23	Michael B. Slade	0.60	Telephone conference with Company, F. Petrie, K&E team, and Haynes and Boone team re upcoming hearing.
01/09/23	Mike James Koch	0.50	Draft summary of transcript re status conference (.3); correspond with F. Petrie, B. Nakhaimousa, K&E team re same (.2).
01/09/23	Michael B. Slade	0.30	Review, revise disclosure document (.2); correspond with F. Petrie re same (.1).
01/09/23	Michael B. Slade	0.30	Review, revise protective order.
01/11/23	Cade C. Boland	0.40	Research potential causes of action.
01/11/23	Richard U. S. Howell, P.C.	1.20	Review and revise protective order and related documents.
01/11/23	Michael B. Slade	0.40	Review, revise protective order.
01/12/23	Cade C. Boland	1.60	Research potential causes of action.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Mike James Koch	1.80	Research precedent re motion to seal considerations (1.6); correspond with B. Nakhaimousa, J. Foster re same (.2).
01/12/23	Casey McGushin	1.10	Research issues re potential causes of action .
01/12/23	Michael B. Slade	0.40	Review precedent re sealing motions.
01/13/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re sealing motion and timing.
01/14/23	Michael B. Slade	0.90	Correspond with F. Petrie re sealing motion (.2); review sealing pleadings re same (.7).
01/15/23	Josh Sussberg, P.C.	0.10	Correspond with U.S. Trustee re sealing motion and status.
01/16/23	Richard U. S. Howell, P.C.	0.70	Review and revise discovery materials.
01/17/23	Richard U. S. Howell, P.C.	1.50	Video conference with witness to prepare for depositions.
01/17/23	Richard U. S. Howell, P.C.	0.50	Video conference with M. Slade re open restructuring and litigation issues.
01/17/23	Michael B. Slade	1.80	Meeting with witness re potential deposition, preparation.
01/18/23	Richard U. S. Howell, P.C.	1.50	Prepare correspondence to M. Slade re open litigation items (.4); review same (.4); attend telephone conference with M. Slade to develop litigation strategy (.7).
01/19/23	Richard U. S. Howell, P.C.	0.70	Participate in video conference with M. Slade to develop strategy re upcoming litigation.
01/19/23	Michael B. Slade	0.10	Conference with R. Howell re pending motions.
01/19/23	Josh Sussberg, P.C.	0.20	Review filed pleadings (.1); correspond with F. Petrie and K&E team re sealing motion and update to same (.1).
01/20/23	Richard U. S. Howell, P.C.	0.70	Review deposition materials.
01/21/23	Michael B. Slade	1.10	Review, analyze deposition considerations (.8); correspond with J. Sussberg re status conference (.3).
01/21/23	Josh Sussberg, P.C.	0.80	Conference with M. Slade re status conference (.3); correspond re same with M. Sirota (.1); conference with M. Renzi re status conference (.3); correspond with Committee advisors re same (.1).
01/22/23	Richard U. S. Howell, P.C.	1.00	Draft correspondence to M. Slade re open litigation and restructuring issues (.5); review same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/22/23	Christine A. Okike, P.C.	0.20	Telephone conference with Cole Schotz, J. Sussberg, K&E teams re status conference.
01/22/23	Michael B. Slade	4.90	Telephone conference with C. Okike, Cole Schotz re status conference (.2); review, revise redaction brief and declarations (2.4); review, analyze deposition considerations (.2); prepare deposition outline (2.1).
01/22/23	Josh Sussberg, P.C.	0.40	Conference with Company re litigation status.
01/23/23	Michael B. Slade	1.40	Telephone conference with witness re deposition preparation (1.0); draft outline re same (.4).
01/23/23	Josh Sussberg, P.C.	0.10	Correspond with M. Slade, K&E team re discovery schedule.
01/24/23	Jimmy Ryan	0.30	Correspond with M. Reiney, K&E team, Brown Rudnick team and Company re deposition logistics.
01/24/23	Michael B. Slade	2.70	Review materials re deposition preparation (2.0); draft outline re same (.7).
01/24/23	Josh Sussberg, P.C.	0.30	Conference with R. Stark re redaction motion (.1); correspond with M. Stark re same (.1); telephone conference with M. Renzi re same (.1).
01/25/23	Richard U. S. Howell, P.C.	1.80	Draft correspondence to M. Slade re open litigation and potential settlement issues (.3); review same (.2); conference with M. Slade to develop litigation and settlement strategy (1.3).
01/25/23	Jimmy Ryan	1.00	Coordinate deposition logistics with M. Reiney, K&E team.
01/25/23	Josh Sussberg, P.C.	0.20	Correspond re M3 filing and next steps related to same.
01/25/23	Josh Sussberg, P.C.	0.20	Correspond with management and advisors re settlement and next steps (.1); correspond with M. Sirota re same (.1).
01/26/23	Richard U. S. Howell, P.C.	1.00	Telephone conference with M. Slade re open litigation and settlement issues.
01/26/23	Michael B. Slade	1.00	Review, revise protective order (.6); correspond with F. Petrie re same (.1); review, analyze court order (.2); correspond with F. Petrie, K&E team re same (.1).
01/26/23	Josh Sussberg, P.C.	0.10	Correspond with M. Slade, K&E team re protective order.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Josh Sussberg, P.C.	0.20	Correspond with M. Slade re status conference and Alameda disclosures.
01/30/23	Richard U. S. Howell, P.C.	0.50	Draft correspondence to M. Slade re open litigation issues.
01/30/23	Michael B. Slade	0.30	Correspond with F. Petrie re protective order and filing re same.
01/31/23	Richard U. S. Howell, P.C.	0.50	Telephone conference with M. Slade re open litigation issues (.2); prepare correspondence re restructuring issues (.3).
01/31/23	Michael B. Slade	0.40	Telephone conference with Committee counsel re confidentiality (.3); revise order re same (.1).
01/31/23	Michael B. Slade	0.20	Telephone conference with R. Kanowitz re status of adversary proceeding.
<b>Total</b>		<b>45.80</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075864**  
**Client Matter: 54119-4**

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**In the Matter of Automatic Stay Matters**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 11,077.50

Total legal services rendered

\$ 11,077.50



**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
David Hackel	6.00	735.00	4,410.00
Mike James Koch	1.40	735.00	1,029.00
Sarah R. Margolis	4.90	995.00	4,875.50
Brian Nakhaimousa	0.50	995.00	497.50
Jimmy Ryan	0.30	885.00	265.50
<b>TOTALS</b>	<b>13.10</b>		<b>\$ 11,077.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/03/23	David Hackel	3.20	Review, analyze automatic stay letter from creditor (.8); correspond with S. Margolis, K&E team re same (.9); research re same (1.1); draft response re same (.4).
01/03/23	David Hackel	1.00	Review, analyze automatic stay letter from creditor (.1); correspond with S. Margolis, K&E team re same (.3); review, revise response re same (.6).
01/03/23	Sarah R. Margolis	3.90	Review, analyze automatic stay response letter for creditor (.6); correspond with D. Hackel re same (.2); office conference with D. Hackel re same (.4); review, revise same (2.1); correspond with D. Hackel, K&E team re same (.6).
01/04/23	David Hackel	1.70	Review, analyze automatic stay response letter for creditor (.9); correspond with S. Margolis, K&E team re same (.3); research re same (.5).
01/04/23	Sarah R. Margolis	0.50	Review, revise automatic stay response letter for creditor (.3); correspond with D. Hackel, K&E team re same (.2).
01/06/23	David Hackel	0.10	Correspond with J. Ryan, K&E team re automatic stay response letter for creditor.
01/10/23	Sarah R. Margolis	0.50	Review, revise automatic stay response letter for creditor (.4); correspond with M. Koch, K&E team re same (.1).
01/11/23	Mike James Koch	0.80	Research agreements re custodian, automatic stay issues (.7); correspond with B. Nakhaimousa, K&E team re same (.1).
01/11/23	Brian Nakhaimousa	0.50	Conference with custodian, M. Koch, K&E team re automatic stay (.3); review, analyze considerations re same (.2).
01/11/23	Jimmy Ryan	0.30	Office conference with M. Koch, K&E team re automatic stay issues.
01/12/23	Mike James Koch	0.60	Research re automatic stay violation (.4); correspond with B. Nakhaimousa, J. Ryan re same (.2).
<b>Total</b>		<b>13.10</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075865**  
**Client Matter: 54119-5**

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**In the Matter of Business Operations**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 20,046.00

Total legal services rendered

\$ 20,046.00

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Rob Jacobson	5.20	1,155.00	6,006.00
Mike James Koch	2.00	735.00	1,470.00
Isabella J. Paretti	2.50	735.00	1,837.50
Francis Petrie	2.70	1,295.00	3,496.50
Margaret Reiney	3.20	1,155.00	3,696.00
Jimmy Ryan	4.00	885.00	3,540.00
<b>TOTALS</b>	<b>19.60</b>		<b>\$ 20,046.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/03/23	Rob Jacobson	0.90	Review, revise diligence re second day relief.
01/05/23	Rob Jacobson	0.30	Review, revise final operational orders (.2); correspond with Haynes and Boone team re same (.1).
01/05/23	Isabella J. Paretti	2.20	Review, revise final orders re second day relief (1.7); correspond with R. Jacobson re same (.3); correspond with M. Reiney re same (.2).
01/12/23	Rob Jacobson	3.10	Review, revise notices, final first day orders (1.3); correspond with T. Eck, K&E team re same (.3); review, revise orders, notices re same (1.5).
01/12/23	Mike James Koch	2.00	Review, revise final first day orders.
01/12/23	Margaret Reiney	1.40	Review, revise second day orders (.8); correspond with K&E team re same (.6).
01/13/23	Rob Jacobson	0.90	Review, analyze first day orders re U.S. Trustee comments.
01/13/23	Isabella J. Paretti	0.30	Review, revise summary re revised proposed final orders (.2); correspond with J. Ryan re same (.1).
01/13/23	Francis Petrie	0.20	Telephone conference with M. Reiney, K&E team re operations issue.
01/13/23	Jimmy Ryan	4.00	Correspond with R. Jacobson, K&E team re revised proposed final orders (1.5); prepare same for filing (1.2); review, revise same (1.3).
01/15/23	Francis Petrie	2.50	Correspond with R. Jacobson, K&E team re U.S. Trustee revised order language (.8); review, revise proposed orders (.9) correspond with M. Zurek, K&E team, U.S. Trustee (.8).
01/15/23	Margaret Reiney	1.80	Review and revise final orders.
<b>Total</b>		<b>19.60</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075866**  
**Client Matter: 54119-6**

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**In the Matter of Case Administration**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 102,061.50

Total legal services rendered

\$ 102,061.50

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Ziv Ben-Shahar	2.30	735.00	1,690.50
Trevor Eck	11.30	735.00	8,305.50
Julia R. Foster	4.30	480.00	2,064.00
Will Guthrie	0.40	1,245.00	498.00
David Hackel	3.30	735.00	2,425.50
Rob Jacobson	4.50	1,155.00	5,197.50
Katherine Karnosh	0.10	935.00	93.50
Mike James Koch	2.50	735.00	1,837.50
Sarah R. Margolis	3.10	995.00	3,084.50
Brian Nakhaimousa	3.90	995.00	3,880.50
Christine A. Okike, P.C.	12.20	1,850.00	22,570.00
Isabella J. Parette	4.40	735.00	3,234.00
Francis Petrie	5.70	1,295.00	7,381.50
Margaret Reiney	2.20	1,155.00	2,541.00
Jimmy Ryan	2.90	885.00	2,566.50
Michael B. Slade	7.90	1,855.00	14,654.50
Luke Spangler	5.00	325.00	1,625.00
Josh Sussberg, P.C.	5.60	2,045.00	11,452.00
Steve Toth	0.20	1,615.00	323.00
Kate Vera, P.C.	1.70	1,605.00	2,728.50
Katie J. Welch	0.20	1,135.00	227.00
Mason N. Zurek	3.70	995.00	3,681.50
<b>TOTALS</b>	<b>87.40</b>		<b>\$ 102,061.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/02/23	Trevor Eck	1.30	Review, revise work in process updates (.4); research upcoming important case dates and deadlines re same (.8); correspond with R. Jacobson, K&E team, HB re same (.1).
01/02/23	Trevor Eck	0.90	Review, revise notice of adjournment re second day hearing.
01/02/23	Rob Jacobson	0.70	Review, revise key dates for work in process (.6); correspond with T. Eck re same (.1).
01/02/23	Brian Nakhaimousa	0.20	Review, revise work in process updates.
01/02/23	Christine A. Okike, P.C.	0.20	Telephone conference with Haynes & Boone re key work streams.
01/02/23	Isabella J. Parette	0.30	Review, revise work in process updates (.2); correspond with T. Eck re same (.1).
01/02/23	Mason N. Zurek	0.10	Correspond with T. Eck, K&E team, Haynes and Boone team re key dates and deadlines.
01/02/23	Mason N. Zurek	0.10	Review work in process updates.
01/03/23	Ziv Ben-Shahar	0.50	Conference with R. Jacobson, K&E team re case status, updates.
01/03/23	Trevor Eck	0.90	Review, revise work in process case updates (.4); telephone conference with F. Petrie, K&E team re work in process (.4); review, revise pleading template (.1).
01/03/23	David Hackel	0.50	Conference with T. Eck, K&E team re work in process updates.
01/03/23	Rob Jacobson	0.70	Conference with M. Koch, K&E team re work in process updates, next steps (.5); prepare for same (.2).
01/03/23	Mike James Koch	0.50	Conference with R. Jacobson, K&E team re critical workstreams, works in process updates.
01/03/23	Sarah R. Margolis	0.60	Office conference with F. Petrie, K&E team re work in process critical workstreams, case strategy.
01/03/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes & Boone re key work streams.
01/03/23	Isabella J. Parette	0.50	Conference with F. Petrie and K&E team re work in process updates.



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/03/23	Francis Petrie	0.90	Office conference with R. Jacobson, K&E team re work in process updates (.5); telephone conference with Haynes and Boone team re work in process and status (.4).
01/03/23	Margaret Reiney	0.50	Conference with F. Petrie, K&E team re work in process updates.
01/03/23	Jimmy Ryan	0.50	Conference with F. Petrie, K&E team re work in process and next steps.
01/03/23	Michael B. Slade	1.30	Daily telephone conference with Company re case status update (.5); telephone conference with directors re same (.8).
01/03/23	Luke Spangler	0.70	Conference with F. Petrie, K&E team meeting re work in process (.5); compile recently filed pleadings (.2).
01/03/23	Josh Sussberg, P.C.	0.20	Conference with Company re case status (.1); correspond with C Street re case status (.1).
01/03/23	Josh Sussberg, P.C.	0.40	Participate in update telephone conference with management.
01/03/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re status conference.
01/03/23	Kate Vera, P.C.	0.50	Telephone conference with Company, M. Slade, K&E team re case status update.
01/03/23	Mason N. Zurek	0.60	Conference with F. Petrie, K&E team re work in process (.5); review case updates re same (.1).
01/04/23	Christine A. Okike, P.C.	0.70	Telephone conference with management, Haynes and Boone re key work streams.
01/04/23	Luke Spangler	0.20	Compile recently filed pleadings.
01/04/23	Kate Vera, P.C.	0.10	Telephone conference with M. Buenviaje, K&E team re workflow status.
01/05/23	Trevor Eck	0.50	Review, revise work in process status updates.
01/05/23	Rob Jacobson	0.40	Review, revise work in process case updates (.3); telephone conference with Hayne and Boone team re coordination, key workstreams (.1).
01/05/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone re key work streams.
01/05/23	Francis Petrie	0.40	Telephone conference with Haynes and Boone team re work in process, case strategy.
01/05/23	Michael B. Slade	0.50	Telephone conference with Company re case status update.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/05/23	Josh Sussberg, P.C.	0.50	Telephone conference with management re case status, next steps.
01/05/23	Kate Vera, P.C.	0.60	Telephone conference with M. Buenviaje, K&E team re workflow status.
01/06/23	Ziv Ben-Shahar	0.20	Conference with R. Jacobson, K&E team re case status, updates (partial).
01/06/23	Trevor Eck	0.30	Telephone conference with R. Jacobson, K&E team re work in process updates.
01/06/23	Julia R. Foster	0.50	Review, revise work in process updates.
01/06/23	David Hackel	0.40	Conference with R. Jacobson, K&E team re work in process.
01/06/23	Rob Jacobson	0.90	Prepare for conference with F. Petrie, K&E team re work in process, next steps (.5); telephone conference with M. Reiney, F. Petrie re case updates, next steps (.4).
01/06/23	Mike James Koch	0.40	Conference with R. Jacobson, K&E team re critical workstreams.
01/06/23	Sarah R. Margolis	0.40	Conference with R. Jacobson, K&E team re case status, updates.
01/06/23	Brian Nakhaimousa	0.40	Conference with R. Jacobson, K&E team re work in process, next steps.
01/06/23	Christine A. Okike, P.C.	0.70	Telephone conference with Company, Haynes and Boone re key work streams.
01/06/23	Isabella J. Paretti	0.40	Conference with R. Jacobson, K&E team re work in process.
01/06/23	Francis Petrie	0.70	Review and revise key deadline and motions memorandum.
01/06/23	Jimmy Ryan	0.30	Correspond with R. Jacobson, K&E team re work in process and next steps (.1); attend video conference with R. Jacobson, K&E team re same (partial) (.2).
01/06/23	Michael B. Slade	0.50	Telephone conference with Company re case status update.
01/06/23	Mason N. Zurek	0.50	Telephone conference with K&E team re work in process (.4); review updates re same (.1).
01/08/23	Christine A. Okike, P.C.	0.90	Telephone conference with Company, Haynes and Boone, BRG, C Street re key work streams.
01/08/23	Michael B. Slade	0.50	Telephone conference with Company re case status update.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/08/23	Josh Sussberg, P.C.	1.00	Conference with management re case status (.5); review updated summaries to prepare for same (.5).
01/09/23	Trevor Eck	0.60	Review, revise work in process case status updates (.3); research case dates and deadlines re same (.3).
01/09/23	Julia R. Foster	1.20	Correspond with M. Reiney re calendar invites re upcoming hearings (.7); coordinate calendar invites re January 17, 2023 and January 30, 2023 hearings (.5).
01/09/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, Haynes & Boone re key work streams.
01/09/23	Francis Petrie	1.50	Telephone conference with C. Okike, Haynes & Boone re case status.
01/09/23	Margaret Reiney	0.80	Review and revise advisor call materials.
01/09/23	Luke Spangler	0.30	Compile recently filed pleadings.
01/09/23	Josh Sussberg, P.C.	0.30	Conference with Z. Prince re next steps (.2); conference with S. Vogel re same (.1).
01/10/23	Trevor Eck	1.10	Review, revise workstream status updates re case updates (.6); telephone conference with F. Petrie, K&E team re same (.5).
01/10/23	Julia R. Foster	0.70	Conference with F. Petrie, K&E team re work in process (.5); circulate January 9, 2023 hearing transcript to K&E team (.2).
01/10/23	David Hackel	0.50	Conference with R. Jacobson, K&E team re case status, next steps.
01/10/23	Mike James Koch	0.50	Conference with F. Petrie, K&E team re critical workstreams, work in process.
01/10/23	Sarah R. Margolis	0.50	Video conference with F. Petrie, K&E team re case status, next steps.
01/10/23	Brian Nakhaimousa	1.00	Review, revise work in process updates (.5); conference with R. Jacobson, K&E team re work in process, next steps (.5).
01/10/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone re key work streams.
01/10/23	Isabella J. Paretti	0.50	Conference with F. Petrie and K&E team re work in process.
01/10/23	Francis Petrie	0.50	Telephone conference with R. Jacobson, K&E team re case status and work in process.
01/10/23	Francis Petrie	0.40	Telephone conference with Company case status updates, next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/10/23	Jimmy Ryan	0.50	Conference with R. Jacobson, K&E team re work in process and next steps.
01/10/23	Michael B. Slade	1.20	Telephone conference with Company, HB re case status update (.8); telephone conference with J. Hill re case status update (.4).
01/10/23	Luke Spangler	0.50	Conference with F. Petrie, K&E team re work in process updates.
01/10/23	Mason N. Zurek	0.80	Telephone conference with K&E team re work in process (.5); review case updates re same (.3).
01/11/23	Julia R. Foster	0.40	Correspond with F. Petrie re January 17, 2023 hearing logistics.
01/11/23	Will Guthrie	0.20	Telephone conference with R. Jacobson and K&E team re standing call.
01/11/23	Christine A. Okike, P.C.	1.70	Telephone conference with management, Haynes and Boone re key work streams (1.4); telephone conference with F. Petrie re same (.3).
01/11/23	Francis Petrie	0.20	Telephone conference with M. Reiney, K&E team re case status.
01/11/23	Margaret Reiney	0.50	Conference with F. Petrie, K&E team re case status.
01/11/23	Luke Spangler	0.50	Compile recently filed pleadings.
01/11/23	Josh Sussberg, P.C.	0.50	Conference with Company, advisors re case status.
01/11/23	Steve Toth	0.20	Participate in weekly K&E update telephone conference re case updates and work in process.
01/11/23	Kate Vera, P.C.	0.30	Telephone conference with R. Jacobson, K&E team re case status.
01/11/23	Katie J. Welch	0.20	Conference with F. Petrie, K&E team re case status and action items.
01/12/23	Trevor Eck	0.70	Review, revise work in process tracker re upcoming deadlines and workstream status updates.
01/12/23	Rob Jacobson	0.30	Correspond with J. Foster, F. Petrie, K&E team re revised hearing dates.
01/12/23	Christine A. Okike, P.C.	0.70	Telephone conference with management, Haynes and Boone re key work streams (.5); telephone conference with Haynes and Boone re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Michael B. Slade	1.00	Telephone conference with Company, HB re case status update (.5); telephone conference with directors re same (.5).
01/12/23	Luke Spangler	0.50	Compile recently filed pleadings.
01/12/23	Josh Sussberg, P.C.	0.50	Conference with Company re case status update.
01/13/23	Ziv Ben-Shahar	0.40	Conference with R. Jacobson, K&E team re case status, updates.
01/13/23	Trevor Eck	0.60	Telephone conference with R. Jacobson, K&E team re case status, strategy and next steps (.4); review, revise case updates re same (.2).
01/13/23	Mike James Koch	0.30	Conference with R. Jacobson, K&E team re critical workstreams, work in process.
01/13/23	Brian Nakhaimousa	0.40	Conference with R. Jacobson, K&E team re work in process, next steps.
01/13/23	Jimmy Ryan	0.40	Video conference with R. Jacobson, K&E team re work in process and next steps.
01/13/23	Mason N. Zurek	0.40	Telephone conference with R. Jacobson, K&E team re work in process (.3); review and revise same (.1).
01/15/23	Josh Sussberg, P.C.	0.20	Correspond with M. Slade, K&E team re deal status.
01/16/23	Trevor Eck	0.20	Review, revise work in process case and work status updates.
01/16/23	Rob Jacobson	1.50	Review, revise work in process workstreams, upcoming key dates and deadlines (1.0); correspond with M. Reiney re same (.5).
01/17/23	Trevor Eck	1.70	Telephone conference with R. Jacobson, K&E team re case status, next steps (.4); review revise updates re same (.8); research upcoming case deadlines re same (.3); correspond with R. Jacobson, K&E team re same (.2).
01/17/23	Julia R. Foster	0.30	Coordinate calendar invites re January 17, 2023 hearing (.2); correspond with M. Reiney and R. Jacobson re same (.1).
01/17/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone re key work streams.
01/17/23	Michael B. Slade	0.50	Telephone conference with Company re case status update.
01/17/23	Luke Spangler	0.40	Compile recently filed pleadings.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/18/23	Julia R. Foster	0.40	Correspond with F. Pisano re January 17, 2023 hearing transcript (.3); circulate January 17, 2023 hearing transcript to K&E team (.1).
01/18/23	Michael B. Slade	0.50	Conference with Company re case status update.
01/18/23	Luke Spangler	0.20	Compile recently filed pleadings.
01/19/23	Will Guthrie	0.10	Telephone conference with M. Reiney and K&E team re case status.
01/19/23	Katherine Karnosh	0.10	Telephone conference with M. Reiney, K&E team re upcoming hearings, upcoming motions, status of sale process and related tax considerations.
01/19/23	Christine A. Okike, P.C.	0.90	Telephone conference with management, Haynes and Boone re key work streams (.5); telephone conference with F. Petrie, K&E team re same (.4).
01/19/23	Michael B. Slade	0.50	Conference with Company re case status update.
01/19/23	Kate Vera, P.C.	0.20	Telephone conference with F. Petrie, K&E team re critical workstreams.
01/20/23	Josh Sussberg, P.C.	0.40	Telephone conference with Z. Prince re case status, updates (.2); correspond with M. Sirotta re case status, updates (.2).
01/22/23	Josh Sussberg, P.C.	0.50	Conference with Cole Schotz re status (.2); correspond re hearing status and next steps (.3).
01/23/23	Ziv Ben-Shahar	0.40	Conference with F. Petrie, K&E team re case updates, work in process (.2); prepare for same (.2).
01/23/23	David Hackel	0.40	Conference with R. Jacobson, K&E team re case status, next steps.
01/23/23	Sarah R. Margolis	0.40	Conference with R. Jacobson, K&E team re case status, next steps.
01/23/23	Brian Nakhaimousa	0.40	Conference with R. Jacobson, K&E team re next steps, work in process.
01/23/23	Brian Nakhaimousa	0.10	Correspond with M. Reiney, J. Foster re pro hac vice applications.
01/23/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, Haynes and Boone re key work streams.
01/23/23	Isabella J. Paretti	0.40	Conference with M. Reiney, K&E team re work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/23	Jimmy Ryan	0.40	Video conference with R. Jacobson, K&E team re work in process and next steps.
01/23/23	Luke Spangler	0.20	Compile recently filed pleadings.
01/23/23	Mason N. Zurek	0.50	Telephone conference with R. Jacobson, K&E team re work in process (.4); review updates re same (.1).
01/24/23	Trevor Eck	0.80	Telephone conference with M. Reiney, K&E team re case updates (.2); review, revise tracker re same (.4); correspond with Haynes and Boone, Cole Schotz, R. Jacobson and K&E team re upcoming dates and deadlines (.2).
01/24/23	Julia R. Foster	0.30	Conference with R. Jacobson, K&E team re work in process.
01/24/23	David Hackel	0.60	Conference with R. Jacobson, K&E team re case status, next steps (.3); review, analyze information re same (.2); correspond with T. Eck, K&E team re same (.1).
01/24/23	Mike James Koch	0.40	Draft agenda re January 30 omnibus hearing (.3); correspond with M. Reiney re same (.1).
01/24/23	Sarah R. Margolis	0.30	Video conference with F. Petrie, K&E team re case status, next steps.
01/24/23	Brian Nakhaimousa	0.40	Conference with F. Petrie, K&E team re work in process, next steps.
01/24/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone re key work streams.
01/24/23	Isabella J. Paretti	0.10	Conference with F. Petrie, K&E team re work in process.
01/24/23	Francis Petrie	0.50	Telephone conference with Company re case status, next steps.
01/24/23	Margaret Reiney	0.40	Conference with R. Jacobson, K&E team re work in process.
01/24/23	Jimmy Ryan	0.20	Conference with T. Eck, K&E team re work in process and next steps.
01/24/23	Michael B. Slade	0.40	Conference with Company re case status update.
01/24/23	Luke Spangler	0.50	Conference with R. Jacobson, K&E team re work in process (.2); compile recently filed pleadings (.3).
01/24/23	Josh Sussberg, P.C.	0.20	Conference with Company re status (.1); conference with M. Renzi re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/24/23	Mason N. Zurek	0.30	Telephone conference with R. Jacobson, K&E team re work in process (.2); review and revise updates re same (.1).
01/25/23	Will Guthrie	0.10	Conference with M. Reiney, K&E team re case status update.
01/25/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone re key work streams.
01/25/23	Isabella J. Paretti	0.70	Review, revise board update (.5); correspond with M. Reiney re same (.2).
01/25/23	Isabella J. Paretti	0.30	Review pro hoc vice applications (.2); correspond with B. Nakhaimousa re same (.1).
01/25/23	Isabella J. Paretti	0.40	Correspond with S. Margolis, Z. Ben-Shahar re organizational chart (.3); review updates re same (.1).
01/25/23	Francis Petrie	0.60	Correspond with Company re disclosures, media discussion, communications.
01/25/23	Luke Spangler	0.20	Compile recently filed pleadings.
01/25/23	Josh Sussberg, P.C.	0.40	Conference with Company re case status update (.2); correspond with Z. Prince re same (.2).
01/26/23	Trevor Eck	0.30	Review, revise work in process case updates.
01/26/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, Haynes & Boone re key work streams.
01/26/23	Christine A. Okike, P.C.	0.20	Telephone conference with J. Sussberg, K&E team re case status, upcoming hearings.
01/26/23	Michael B. Slade	0.40	Conference with Company re case status update.
01/27/23	Ziv Ben-Shahar	0.40	Conference with R. Jacobson, K&E team re case status, updates.
01/27/23	Trevor Eck	0.40	Telephone conference with R. Jacobson, K&E team re case updates, next steps.
01/27/23	David Hackel	0.40	Conference with R. Jacobson, K&E team re case status, next steps.
01/27/23	Mike James Koch	0.40	Conference with R. Jacobson, K&E team re critical workstreams, work in process.
01/27/23	Sarah R. Margolis	0.40	Conference with R. Jacobson, M. Reiney, K&E team re workstreams, case status.
01/27/23	Brian Nakhaimousa	0.40	Conference with M. Reiney, K&E team re next steps.



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/27/23	Isabella J. Paretti	0.30	Conference with M. Reiney, K&E team re work in process.
01/27/23	Jimmy Ryan	0.40	Video conference with M. Reiney, K&E team re work in process and next steps.
01/27/23	Michael B. Slade	0.10	Conference with Company re case status update.
01/27/23	Mason N. Zurek	0.40	Telephone conference with M. Reiney, K&E team re work in process (.3); review updates re same (.1).
01/30/23	Trevor Eck	0.20	Review revise work in process updates.
01/30/23	Jimmy Ryan	0.20	Correspond with T. Eck, K&E team re work in process and next steps.
01/30/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re case status.
01/30/23	Josh Sussberg, P.C.	0.30	Conference with Company re status update.
01/31/23	Ziv Ben-Shahar	0.40	Conference with R. Jacobson, K&E team re case status, updates.
01/31/23	Trevor Eck	0.80	Telephone conference with F. Petrie, K&E team re case updates, next steps (.5); review, revise same (.3).
01/31/23	Julia R. Foster	0.50	Conference with F. Petrie, K&E team re work in process.
01/31/23	David Hackel	0.50	Conference with T. Eck, K&E team re case status, next steps.
01/31/23	Sarah R. Margolis	0.50	Conference with F. Petrie, K&E team re case status, workstreams.
01/31/23	Brian Nakhaimousa	0.60	Conference with R. Jacobson, K&E team re work in process, next steps (.5); review, revise case updates re same (.1).
01/31/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone re key work streams.
01/31/23	Isabella J. Paretti	0.50	Conference with F. Petrie, K&E team re work in process.
01/31/23	Michael B. Slade	0.50	Conference with Company re case status update.
01/31/23	Luke Spangler	0.80	Conference with F. Petrie, K&E team re work in process (.4); compile recently filed pleadings (.4).

**Total 87.40**

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075867**  
**Client Matter: 54119-7**

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**In the Matter of Cash Management**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 49,126.50

Total legal services rendered

\$ 49,126.50

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Trevor Eck	5.70	735.00	4,189.50
Susan D. Golden	0.50	1,475.00	737.50
David Hackel	0.70	735.00	514.50
Mike James Koch	3.50	735.00	2,572.50
Christine A. Okike, P.C.	1.80	1,850.00	3,330.00
Francis Petrie	10.00	1,295.00	12,950.00
Margaret Reiney	21.50	1,155.00	24,832.50
<b>TOTALS</b>	<b>43.70</b>		<b>\$ 49,126.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/02/23	Francis Petrie	0.20	Review cash management banking information (.1); draft correspondence to M. Reiney re same (.1).
01/03/23	Trevor Eck	2.20	Research precedent re cash management banking considerations (.6); draft stipulation re same (1.6).
01/03/23	Francis Petrie	0.30	Correspond with Hogan Lovells team re cash management order.
01/03/23	Margaret Reiney	1.50	Correspond with T. Eck, K&E team re cash management order (.8); review correspondence re same (.7).
01/04/23	Trevor Eck	0.70	Review, analyze diligence re collateralization and letter of credit issues.
01/04/23	Mike James Koch	0.50	Review, analyze diligence re letters of credit considerations (.4); correspond with T. Eck, M. Reiney re same (.1).
01/04/23	Christine A. Okike, P.C.	0.20	Telephone conference with B. Parlin re Silvergate accounts.
01/04/23	Francis Petrie	0.40	Telephone conference with MoFo team re cash management order (.3); review revisions to same (.1).
01/04/23	Margaret Reiney	0.70	Review and revise cash management order (.4); correspond with M. Koch, K&E team, interested parties re same (.3).
01/05/23	Margaret Reiney	2.90	Revise cash management order (.8); correspond with F. Petrie, K&E team, Company re same (1.3); research precedent re same (.8).
01/09/23	Margaret Reiney	2.20	Research re cash management considerations (1.5); correspond with F. Petrie, K&E team, Company re same (.7).
01/10/23	Margaret Reiney	2.10	Review, revise cash management order (1.5); correspond with F. Petrie, K&E team, parties in interest re same (.6).
01/11/23	David Hackel	0.70	Research precedent re U.S. Trustee objections re cash management (.6); correspond with M. Reiney re same (.1).
01/11/23	Margaret Reiney	1.90	Research re cash management precedent re U.S. Trustee objections (1.2); correspond with D. Hackel, K&E team re same (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Trevor Eck	2.80	Draft notice of revised proposed cash management order (2.6); correspond with R. Jacobson, K&E team re same (.2).
01/12/23	Susan D. Golden	0.50	Review and analyze U.S. Trustee limited objection to cash management motion.
01/12/23	Mike James Koch	0.50	Draft notice of revised proposed final cash management order (.3); correspond with M. Reiney, K&E team re same (.2).
01/12/23	Margaret Reiney	1.50	Review and revise cash management order (.8); correspond with F. Petrie, K&E team re same (.7).
01/13/23	Mike James Koch	2.50	Research, analyze issues raised by U.S. Trustee re cash management (2.0); draft memorandum re same (.3); correspond with M. Reiney re same (.2).
01/13/23	Christine A. Okike, P.C.	0.30	Review final cash management order.
01/13/23	Francis Petrie	2.70	Draft and revise cash management order (1.2); telephone conference with Company re same (.3); correspond with Committee, Company re acceptable language (.4); draft correspondence to U.S. Trustee re same (.2); telephone conference with M. Reiney re final order forms (.6).
01/13/23	Margaret Reiney	2.50	Review, revise cash management order (1.9); correspond with F. Petrie, K&E team, Company re same (.6).
01/15/23	Margaret Reiney	2.40	Review and revise cash management motion and order (1.8); correspond with F. Petrie, K&E team re same (.6).
01/16/23	Francis Petrie	2.80	Correspond with M. Reiney, K&E team re finalizing cash management order (1.2); review and revise updated pleadings re same (1.6).
01/17/23	Francis Petrie	2.50	Prepare slides re cash management hearing presentation (1.5); review and revise same (1.0).
01/18/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re cash and trading strategy.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/18/23	Francis Petrie	0.50	Telephone conference re trading, cash motions with Company, Haynes and Boone, and C. Okike, K&E team (.3); correspond with Company, Haynes and Boone team re same (.2).
01/20/23	Christine A. Okike, P.C.	0.20	Analyze cash management issue (.1); correspond with Company, F. Petrie, K&E team re same (.1).
01/20/23	Francis Petrie	0.60	Telephone conference re treatment of certain bank accounts.
01/20/23	Margaret Reiney	2.70	Review cash management requirements (1.9); correspond with F. Petrie, K&E team re same (.8).
01/23/23	Christine A. Okike, P.C.	0.50	Telephone conference with B. Parlin re Silvergate collateral reserve (.2); analyze same (.3).
01/26/23	Christine A. Okike, P.C.	0.30	Review correspondence re ACH chargebacks.
01/31/23	Margaret Reiney	1.10	Correspond with F. Petrie, K&E team re cash management banking considerations (.5); research re same (.6).
<b>Total</b>		<b>43.70</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075868**  
**Client Matter: 54119-8**

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**In the Matter of Customer and Vendor Communications**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 27,810.00

Total legal services rendered

\$ 27,810.00

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Trevor Eck	0.70	735.00	514.50
Susan D. Golden	0.30	1,475.00	442.50
Rob Jacobson	7.70	1,155.00	8,893.50
Mike James Koch	1.10	735.00	808.50
Sarah R. Margolis	1.00	995.00	995.00
Brian Nakhaimousa	0.30	995.00	298.50
Christine A. Okike, P.C.	3.00	1,850.00	5,550.00
Isabella J. Paretti	3.10	735.00	2,278.50
Francis Petrie	0.60	1,295.00	777.00
Margaret Reiney	1.40	1,155.00	1,617.00
Jimmy Ryan	4.90	885.00	4,336.50
Michael B. Slade	0.70	1,855.00	1,298.50
<b>TOTALS</b>	<b>24.80</b>		<b>\$ 27,810.00</b>



**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/03/23	Jimmy Ryan	0.70	Office conference with D. Hackel re creditor inquiries (.2); review, revise letter re same (.5).
01/04/23	Rob Jacobson	1.60	Review, revise creditor communication letter (1.2); correspond with S. Margolis, K&E team re same (.4).
01/04/23	Jimmy Ryan	0.60	Correspond with T. Eck, K&E team re creditor inquiries (.5); telephone conference with creditor re same (.1).
01/05/23	Rob Jacobson	0.50	Conference with C Street, Company, C. Okike, K&E team re creditor communications materials.
01/05/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, C Street and R. Jacobson, K&E teams re creditor communications materials.
01/09/23	Trevor Eck	0.40	Telephone conference with B. Nakhaimousa, customer re case updates and proof of claims (.3); review, revise creditor inquiry response (.1).
01/09/23	Mike James Koch	0.20	Review, revise correspondence with creditor re ACH chargebacks (.1); correspond with M. Reiney, K&E team re same (.1).
01/09/23	Margaret Reiney	1.40	Review and revise customer letter re ACH chargebacks (.8); correspond with M. Koch, K&E team re same (.6).
01/09/23	Jimmy Ryan	0.50	Draft responses to creditor inquiries.
01/10/23	Trevor Eck	0.30	Review, revise creditor inquiry response re new creditor inquiries.
01/10/23	Mike James Koch	0.60	Draft letter in response to customer inquiry (.4); correspond with S. Margolis re same (.2).
01/12/23	Rob Jacobson	1.00	Conference with C Street, Company, F. Petrie re company communications strategies, deliverables.
01/12/23	Sarah R. Margolis	0.50	Review, revise Washington AG consumer letter (.1); correspond with M. Reiney re same (.1); correspond with M. Reiney and J. Ryan re consumer protection letter (.3).
01/12/23	Christine A. Okike, P.C.	1.40	Review creditor communications materials (.9); telephone conference with Company, C Street, R. Jacobson, K&E teams re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Jimmy Ryan	0.80	Telephone conference with creditor re creditor inquiries (.2); draft responses to same (.6).
01/12/23	Michael B. Slade	0.40	Telephone conference with F. Petrie re communications update.
01/13/23	Susan D. Golden	0.30	Correspond with M. Koch re discovery vendor expenses.
01/13/23	Jimmy Ryan	0.20	Correspond with T. Eck, K&E team re creditor inquiries.
01/19/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, C Street, F. Petrie, K&E teams re creditor communications.
01/19/23	Michael B. Slade	0.30	Telephone conference with WTW team re communications update.
01/20/23	Christine A. Okike, P.C.	0.30	Telephone conference with C Street and F. Petrie, K&E teams re media coverage.
01/20/23	Isabella J. Paretti	0.20	Correspond with BRG team re customer question (.1); correspond with B. Nakhaimousa re same (.1).
01/23/23	Mike James Koch	0.20	Review, revise creditor correspondence re ACH inquiry (.1); correspond with M. Reiney re same (.1).
01/23/23	Francis Petrie	0.60	Telephone conference with Company re creditor communications issues.
01/24/23	Jimmy Ryan	0.80	Review, revise letter to customers re 341 meeting.
01/25/23	Rob Jacobson	1.40	Review, revise creditor communications materials.
01/25/23	Brian Nakhaimousa	0.30	Review, revise client transaction notice (.1); correspond with I. Paretti, S. Golden re publication re same (.2).
01/25/23	Isabella J. Paretti	0.90	Conference with S. Margolis, K&E team re creditor inquiries (.5); research re same (.4).
01/25/23	Jimmy Ryan	1.00	Correspond with S. Margolis, K&E team re responses to creditor inquiries (.4); conference with S. Margolis, K&E team re same (.6).
01/26/23	Sarah R. Margolis	0.40	Review, revise customer protections letter (.1); correspond with M. Reiney re same (.1); correspond with M. Koch re same (.2).
01/27/23	Mike James Koch	0.10	Correspond with M. Reiney, Kroll team re ACH creditor correspondence.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/27/23	Sarah R. Margolis	0.10	Correspond with M. Koch re consumer protections letter.
01/29/23	Isabella J. Paretti	0.40	Correspond with creditors re creditor inquiries (.3); correspond with T. Eck re same (.1).
01/29/23	Jimmy Ryan	0.10	Correspond with T. Eck, K&E team re customer inquiries.
01/30/23	Rob Jacobson	2.10	Review, revise bar date communication materials (1.6); correspond with Walkers team re same (.5).
01/30/23	Isabella J. Paretti	1.10	Review, revise communications package re proof of claim process (1.0); correspond with R. Jacobson re same (.1).
01/30/23	Isabella J. Paretti	0.30	Research re creditor inquiry emails.
01/30/23	Isabella J. Paretti	0.20	Correspond with R. Jacobson re customer correspondence re scheduled claims (.1); conference with B. Nakhaimousa re same (.1).
01/30/23	Jimmy Ryan	0.20	Correspond with S. Margolis, K&E team re responses to creditor inquiries.
01/31/23	Rob Jacobson	1.10	Review, revise creditor communications materials re bar date (.9); correspond with C. Okike, I. Paretti, C Street team re same (.2).
01/31/23	Christine A. Okike, P.C.	0.30	Review proof of claim communications.
<b>Total</b>		<b>24.80</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075869**  
**Client Matter: 54119-9**

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**In the Matter of Claims Administration and Objections**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 132,766.00

Total legal services rendered

\$ 132,766.00

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Ziv Ben-Shahar	1.10	735.00	808.50
Trevor Eck	1.00	735.00	735.00
Susan D. Golden	0.80	1,475.00	1,180.00
David Hackel	10.40	735.00	7,644.00
Rob Jacobson	32.70	1,155.00	37,768.50
Mike James Koch	2.20	735.00	1,617.00
Sarah R. Margolis	8.50	995.00	8,457.50
Brian Nakhaimousa	31.20	995.00	31,044.00
Christine A. Okike, P.C.	1.00	1,850.00	1,850.00
Isabella J. Paretti	19.80	735.00	14,553.00
Francis Petrie	16.30	1,295.00	21,108.50
Margaret Reiney	2.00	1,155.00	2,310.00
Jimmy Ryan	3.10	885.00	2,743.50
Michael B. Slade	0.40	1,855.00	742.00
Josh Sussberg, P.C.	0.10	2,045.00	204.50
<b>TOTALS</b>	<b>130.60</b>		<b>\$ 132,766.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/03/23	Brian Nakhaimousa	0.30	Correspond with Haynes and Boone, F. Petrie re bar date order.
01/04/23	Brian Nakhaimousa	0.30	Correspond with F. Petrie re bar date motion.
01/06/23	David Hackel	4.20	Review, revise bar date documents (3.2); correspond with B. Nakhaimousa re same (.2); research re same (.8).
01/06/23	Brian Nakhaimousa	0.80	Review, revise declaration re bar date motion (.6); correspond with D. Hackel re same (.2).
01/07/23	Brian Nakhaimousa	0.70	Review, revise bar date motion.
01/08/23	Brian Nakhaimousa	0.30	Review, revise bar date motion.
01/08/23	Josh Sussberg, P.C.	0.10	Correspond with B. Nakhaimousa re bar date motion.
01/09/23	David Hackel	1.00	Review, revise bar date motion and related documents (.5); correspond with M. Koch, K&E team re same (.3); research re same (.2).
01/09/23	Mike James Koch	1.40	Review, revise bar date motion (1.3); correspond with D. Hackel, B. Nakhaimousa re same (.1).
01/09/23	Brian Nakhaimousa	2.40	Review, revise bar date motion (1.3); correspond with C. Okike, K&E team, Kroll, Cole Schotz re same (.5); prepare same for filing (.2); conference with unsecured creditor with POC form (.4).
01/09/23	Christine A. Okike, P.C.	0.20	Review bar date motion.
01/09/23	Francis Petrie	1.40	Finalize bar date motion and arrange for filing.
01/10/23	David Hackel	1.00	Review, revise bar date declaration (.7); correspond with B. Nakhaimousa re same (.3).
01/11/23	Margaret Reiney	0.50	Correspond with B. Nakhaimousa, K&E team, counsel re claims administration.
01/12/23	Trevor Eck	0.50	Review, analyze bar date order precedent re U.S. Trustee objections (.3); correspond with B. Nakhaimousa, K&E team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/13/23	Rob Jacobson	1.10	Telephone conference with F. Petrie, K&E team, Company, C Street re communications re claims process (.4); prepare for same (.2); review, analyze claims matters, proof of claim forms (.4); correspond with F. Petrie, K&E team re same (.1).
01/13/23	Francis Petrie	1.90	Correspond with Company re proof of claim form (.8); telephone conference with Company, C Street team re claims process (.4); correspond with R. Jacobson, K&E team re same (.7).
01/19/23	Isabella J. Paretti	0.50	Conference with client counsel re claims process (.4); conference with Berkeley Research Group re same (.1).
01/23/23	Ziv Ben-Shahar	1.10	Research, analyze issues re U.S. Trustee comments to bar date motion (.9); correspond with B. Nakhaimousa, D. Hackel re same (.2).
01/23/23	Trevor Eck	0.50	Research precedent re U.S. Trustee comments to bar date motion.
01/23/23	David Hackel	1.50	Research re bar date motion and related documents (1.3); correspond with B. Nakhaimousa, K&E team re same (.2).
01/23/23	David Hackel	0.20	Research standards re proofs of claim.
01/23/23	Rob Jacobson	2.90	Review, analyze proof of claim forms, related issues (.8); correspond with B. Nakhaimousa, Kroll team re proof of claim, claims register redaction matters (.5); review, analyze issues re same (.3); review, analyze research re bar date issues (.8); correspond with I. Paretti re same (.5).
01/23/23	Mike James Koch	0.50	Research precedent re bar date (.4); correspond with B. Nakhaimousa re same (.1).
01/23/23	Sarah R. Margolis	1.60	Research re claims process considerations.
01/23/23	Brian Nakhaimousa	4.70	Correspond with BRG, Haynes and Boone, R. Jacobson, F. Petrie re bar date order (.5); review, revise same (.6); prepare, review, revise U.S. Trustee responses re same (1.1); conferences with Kroll re same (.8); conferences with R. Jacobson re same (.4); conference with F. Petrie re same (.1); review, analyze precedent considerations re same (.9); correspond with D. Hackel, M. Koch re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/23	Brian Nakhaimousa	0.10	Correspond with S. Golden re publication of bar date notice re NY Times.
01/23/23	Isabella J. Paretti	2.20	Research re proof of claim process (1.8); correspond with J. Ryan re same (.3); correspond with R. Jacobson, K&E team re same (.1).
01/23/23	Francis Petrie	1.80	Correspond with Brown Rudnick team re bar date language (.3); review and revise same (1.3); telephone conference with Company re claims process follow up (.2).
01/23/23	Jimmy Ryan	0.40	Correspond with R. Jacobson, K&E team re bar date research (.3); research re same (.1).
01/24/23	Susan D. Golden	0.30	Correspond with R. Jacobson re bar date order language re redactions.
01/24/23	Rob Jacobson	4.60	Review, revise proof of claim form (.6); analyze issues re same (.1); correspond with F. Petrie, K&E team re same (.1); conference with Company, F. Petrie, K&E team, J. Chavez re claims process, POC forms (1.4); prepare for same (.5); review, revise proof of claim form (1.6); correspond with Company, Kroll re same (.3).
01/24/23	Rob Jacobson	2.30	Review, revise responses to U.S. Trustee re bar date order (1.2); correspond with B. Nakhaimousa re same (.3); conference with same re same (.5); review, analyze issues re same (.3).
01/24/23	Sarah R. Margolis	1.40	Research litigation trusts re claims process (.7); draft informal memo re same (.5); correspond with M. Reiney, R. Jacobson re same (.2).



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/24/23	Brian Nakhaimousa	5.70	Review, U.S. Trustee comments re bar date motion (.6); research, analyze issues re same (1.2); correspond with F. Petrie, Cole Schotz, M. Reiney, R. Jacobson, K&E team, Kroll re U.S. Trustee responses re U.S. Trustee responses re bar date (.8); conference with R. Jacobson re bar date order, proofs of claim forms (.5); correspond with BRG re declaration (.1); review, revise BRG declaration (.1); prepare, review, revise responses re U.S. Trustee (1.4); correspond with R. Jacobson, K&E team re same (.3); review, revise bar date order (.4); correspond with R. Jacobson, K&E team, Cole Schotz re same (.3).
01/24/23	Isabella J. Paretti	2.80	Research re proof of claims process (2.0); conference with S. Margolis, J. Ryan re same (.3); correspond with S. Margolis, J. Ryan re same (.2); correspond with R. Jacobson re same (.1); draft informal memorandum re same (.2).
01/24/23	Francis Petrie	1.10	Telephone conference re claim reconciliation and proof of claim form (.7); correspond with R. Jacobson re proof of claim form (.4).
01/24/23	Jimmy Ryan	2.70	Correspond with R. Jacobson, K&E team re bar date research (.7); research re same (1.5); telephone conference with S. Margolis, K&E team re same (.5).
01/25/23	David Hackel	1.90	Review, revise bar date declaration (1.0); review, analyze related documents (.7); correspond with B. Nakhaimousa, K&E team re same (.2).
01/25/23	Rob Jacobson	4.10	Correspond with Company, F. Petrie, K&E team re proof of claim form (.6); correspond with B. Nakhaimousa re bar date order, UST comments to same (.6); review, analyze responses, order, issues re same (1.3); revise same (.9); telephone conference with BRG, F. Petrie, Haynes and Boone team re proof of claim forms, customization (.5); prepare for same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/25/23	Sarah R. Margolis	3.40	Telephone conference with R. Jacobson re proof of claims (.3); conference with F. Petrie, R. Jacobson, BRG re proof of claim (.4); draft instructions re proof of claim (2.2); research precedent re same (.5).
01/25/23	Brian Nakhaimousa	5.20	Review global notes re proof of claim client form (.8); correspond with R. Jacobson re same (.2); review, revise bar date order re U.S. Trustee comments (1.1); conference with M. Reiney re same (.3); correspond with M. Reiney, R. Jacobson re same (.2); further review, revise same re further U.S. Trustee comments to same (.9); conference with R. Jacobson re same (.3); correspond with M. Reiney re same (.2); review, revise Renzi declaration re bar date (.5); correspond with D. Hackel, BRG re same (.2); correspond with CS, Kroll, Haynes and Boone re U.S. Trustee comments re bar date order (.5).
01/25/23	Isabella J. Paretti	0.80	Correspond with R. Jacobson re proof of claim form (.2); review, revise chart of digital assets re same (.6).
01/25/23	Isabella J. Paretti	0.50	Research precedent re bar date orders (.2); draft chart re same (.2); correspond with B. Nakhaimousa re same (.1).
01/25/23	Francis Petrie	0.80	Telephone conference with B. Nakhaimousa, K&E team, Company teams re proof of claim form (.5); correspond with R. Jacobson re same (.3).
01/25/23	Margaret Reiney	1.50	Review and revise bar date information (1.1); correspond with F. Petrie, K&E team re same (.4).
01/26/23	David Hackel	0.60	Review, analyze bar date motion re proof of claims information (.4); correspond with B. Nakhaimousa (.2).
01/26/23	Rob Jacobson	6.00	Conferences with B. Nakhaimousa, Kroll, Haynes and Boone, K&E team re proof of claim forms, issues (2.3); analyze issues re same (.5); telephone conference with Company, advisors re same (.6); review, revise proof of claims forms (1.4); correspond with I. Paretti, Kroll re updates to same (.7); conference with F. Petrie re same (.3); correspond with Committee re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Sarah R. Margolis	2.10	Research re proof of claims, individual debtors (1.8); correspond with I. Paretti re same (.1); telephone conference with R. Jacobson re proof of claim instructions (.2).
01/26/23	Brian Nakhaimousa	3.30	Conference with IRS re proofs of claim (.1); correspond with Kroll, Cole Schotz re same (.1); conference with U.S. Trustee, Cole Schotz, F. Petrie, K&E team re bar date motion (.5); review, revise bar date order (.9); correspond with R. Jacobson re same (.2); review, revise bar date publication notice (.5); office conference with R. Jacobson re POC forms (.3); correspond with BRG, F. Petrie re Renzi declaration ISO bar date (.3); review, revise same (.1); correspond with S. Golden re bar date publication notice (.1); correspond with F. Petrie re U.S. Trustee comments (.2).
01/26/23	Isabella J. Paretti	3.80	Research precedent re proof of claim forms (3.3); correspond with S. Margolis re same (.4); correspond with R. Jacobson re same (.1).
01/26/23	Isabella J. Paretti	1.60	Conference with R. Jacobson re proof of claim form (.1); review, revise chart re same (.7); review, revise form re same (.6); correspond with R. Jacobson re same (.2).
01/27/23	Rob Jacobson	3.30	Review, revise proof of claim forms (2.2); correspond with Company, U.S. Trustee, Committee advisors re same (.6); review, analyze issues re same (.5).
01/27/23	Brian Nakhaimousa	0.80	Review, revise Renzi declaration re bar date (.3); review, revise bar date order (.5).
01/27/23	Francis Petrie	2.00	Conference with R. Jacobson re bar date order and final proof of claim form (1.3); correspond with R. Jacobson re same (.7).
01/28/23	Rob Jacobson	1.40	Review, revise notice of proposed revised order (.6); correspond with B. Nakhaimousa, K&E team re same (.2); correspond with Company re U.S. Trustee proposed changes to bar date order (.3); conference with B. Nakhaimousa re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/28/23	Brian Nakhaimousa	3.20	Draft, review, revise notice of revised bar date order (.4); review, revise proposed order (1.9); correspond with R. Jacobson re same (.3); review, revise talking points re same (.5); correspond with I. Paretti re same (.1).
01/28/23	Isabella J. Paretti	2.30	Draft talking points re bar date motion (1.4); research re same (.7); correspond with B. Nakhaimousa re same (.2).
01/29/23	Rob Jacobson	4.10	Review, revise on talking points re bar date (2.2); correspond with I. Paretti, K&E team re same (.6); review, revise bar date order, related notices, declaration (.7); correspond with F. Petrie, K&E team, Cole Schotz team re filing of same (.6).
01/29/23	Mike James Koch	0.30	Review, revise pleadings re bar date motion (.2); correspond with B. Nakhaimousa re same (.1).
01/29/23	Brian Nakhaimousa	1.70	Review, revise talking points re bar date motion (1.1); conference with R. Jacobson re bar date motion (.3); prepare bar date notice re publication (.3).
01/29/23	Christine A. Okike, P.C.	0.80	Review bar date order and proofs of claim.
01/29/23	Isabella J. Paretti	1.50	Review proposed order re bar date (.2); review, revise bar date talking points (.4); review pleadings re bar date and bidding procedures (.4); correspond with B. Nakhaimousa re same (.2); conference with B. Nakhaimousa and M. Koch re same (.1); correspond with F. Petrie re same (.2).
01/29/23	Francis Petrie	3.60	Finalize and file bar date order, declaration (2.2); draft presentation re hearing re same (1.4).
01/30/23	Susan D. Golden	0.50	Coordinate publishing bar date and bidding procedures notices.
01/30/23	Rob Jacobson	1.90	Correspond with B. Nakhaimousa, K&E team re claims inquiries (.6); correspond with BRG team re claims process (.3); analyze issues re same (.3); review, revise bar date notice (.4); correspond with B. Nakhaimousa re same (.1); correspond with C Street team re bar date communications (.2).
01/30/23	Brian Nakhaimousa	1.70	Prepare publication re bar date (1.4); correspond with R. Jacobson, S. Golden, Kroll re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/30/23	Isabella J. Paretti	0.30	Review notices re bar date, bidding procedures (.2); correspond with B. Nakhaimousa re same (.1).
01/30/23	Francis Petrie	1.90	Correspond with R. Jacobson re bar date form and information (.4); review supporting documents and timeline re same (.8); finalize revised order (.7).
01/31/23	Rob Jacobson	1.00	Conference with I. Paretti, K&E team, Haynes and Boone, Kroll re bar date notices, service (.4); review, analyze issues re same (.6).
01/31/23	Isabella J. Paretti	2.90	Conference with R. Jacobson re proof of claim and bar date client communications (.5); revise communications re same (2.4).
01/31/23	Isabella J. Paretti	0.60	Review data re client funded digital assets (.2); correspond with R. Jacobson, B. Nakhaimousa re same (.2); correspond with customer counsel re scheduled debts (.2).
01/31/23	Francis Petrie	1.80	Correspond with R. Jacobson re proof of claim form, bar date service.
01/31/23	Michael B. Slade	0.40	Review intercompany claims.
<b>Total</b>		<b>130.60</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075870**  
**Client Matter: 54119-10**

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**In the Matter of Official Committee Matters and Meetings**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 157,729.00

Total legal services rendered

\$ 157,729.00

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Ziv Ben-Shahar	0.40	735.00	294.00
David Hackel	1.90	735.00	1,396.50
Richard U. S. Howell, P.C.	2.30	1,620.00	3,726.00
Rob Jacobson	6.80	1,155.00	7,854.00
Christine A. Okike, P.C.	14.40	1,850.00	26,640.00
Francis Petrie	12.70	1,295.00	16,446.50
Margaret Reiney	7.70	1,155.00	8,893.50
Laura K. Riff	31.50	1,405.00	44,257.50
Jimmy Ryan	4.90	885.00	4,336.50
Michael B. Slade	11.20	1,855.00	20,776.00
Josh Sussberg, P.C.	11.30	2,045.00	23,108.50
<b>TOTALS</b>	<b>105.10</b>		<b>\$ 157,729.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/03/23	Christine A. Okike, P.C.	1.10	Telephone conference with Brown Rudnick, Haynes & Boone, F. Petrie, K&E teams re UCC meeting (.7); review UCC confidentiality provisions (.4).
01/03/23	Francis Petrie	1.80	Telephone conference with Committee advisors, C. Okike, K&E team re issues and UCC meeting topics (.5); arrange logistics re in-person meeting (.7); review UCC materials re by-laws and confidentiality (.4); correspond with C. Okike, K&E team re same (.2).
01/03/23	Margaret Reiney	2.20	Research precedent re committee bylaws (1.4); prepare logistics for committee meeting (.8).
01/03/23	Josh Sussberg, P.C.	0.20	Correspond with C. Okike re meeting with UCC and next steps.
01/04/23	David Hackel	1.90	Research re Committee and related objections (1.6); research re U.S. Trustee and related objections (.3).
01/04/23	Christine A. Okike, P.C.	0.80	Prepare for UCC meeting with management, Moelis, BRG, Haynes & Boone and K&E teams (.6); coordinate with M. Reiney, K&E team re same (.2).
01/04/23	Margaret Reiney	1.50	Prepare logistics for committee meetings (1.2); correspond with C. Okike, K&E team re same (.3).
01/04/23	Michael B. Slade	0.50	Telephone conference with Company re committee interview of Z. Prince.
01/04/23	Josh Sussberg, P.C.	0.60	Conference with Company, C Street re UCC (.5); correspond with C Street re same (.1).
01/05/23	Christine A. Okike, P.C.	1.50	Telephone conference with management, Moelis, BRG, Haynes & Boone, F. Petrie, K&E teams re UCC meeting (.5); review, revise UCC decks (1.0).
01/05/23	Francis Petrie	3.00	Draft and review materials re UCC meeting (1.7); telephone conference with Company, advisor group re UCC meeting preparation (.7); review data request re Committee (.6).



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/05/23	Margaret Reiney	2.00	Review materials re committee meeting (1.5); correspond with J. Ryan, K&E team re same (.5).
01/05/23	Jimmy Ryan	1.10	Correspond with M. Reiney, K&E team, Moelis team, BRG team, Brown Rudnick team and Company re UCC meeting (.5); prepare for same (.6).
01/05/23	Michael B. Slade	1.90	Participate in committee interview of Z. Prince (1.0); review, revise disclosures re same (.9).
01/06/23	Rob Jacobson	3.10	Attend UCC, Company, advisor meetings (2.5); prepare for same (.1); conference with M. Reiney, F. Petrie re advisor meeting, engagement status (.5).
01/06/23	Christine A. Okike, P.C.	3.60	Telephone conference with Brown Rudnick, Haynes & Boone, R. Jacobson, K&E teams re UCC comments to second day motions (.3); participate in kickoff meeting with management, Brown Rudnick, M3, BRG, Moelis, Haynes & Boone and K&E teams (1.3); participate in meeting with management, UCC and advisors (1.0); participate in follow up meeting with management, BRG, Moelis, Haynes & Boone and K&E teams (1.0).
01/06/23	Francis Petrie	4.80	Telephone conference with Brown Rudnick team re motions and diligence process (.4); correspond with J. Ryan, K&E team re same (.5); participate in committee advisor meeting (1.2); participate in committee meeting (2.2); telephone conference with M. Reiney, R. Jacobson re same and engagement status (.5).
01/06/23	Margaret Reiney	1.50	Prepare for committee meeting (1.0); telephone conference with F. Petrie, R. Jacobson re UCC meeting and engagement status (.5).
01/06/23	Jimmy Ryan	3.70	Correspond with F. Petrie, K&E team re UCC meeting (.2); prepare for same (1.5); attend same (2.0).
01/06/23	Michael B. Slade	2.30	Participate in committee interview of T. Lauro (1.0); review supporting documents re same (.2); participate in special committee interview of J. Hill (.9); follow up re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/06/23	Josh Sussberg, P.C.	2.20	Participate in meeting with UCC professionals and UCC members (2.1); correspond re same (.1).
01/07/23	Richard U. S. Howell, P.C.	1.00	Correspond with K. Welch, K&E team re UCC diligence requests (.7); review supporting documents re same (.3).
01/07/23	Josh Sussberg, P.C.	0.50	Correspond with R. Jacobson re hearing presentation and talking points (.3); correspond re UCC meeting (.2).
01/08/23	Richard U. S. Howell, P.C.	0.70	Correspond with K. Welch, K&E team re open committee diligence requests and related issues.
01/08/23	Christine A. Okike, P.C.	0.50	Review UCC diligence requests (.3); correspond with BRG team re same (.2).
01/08/23	Francis Petrie	0.90	Correspond with Brown Rudnick re deadlines and committee diligence requests (.5); correspond with M. Reiney, K&E team re same (.4).
01/08/23	Josh Sussberg, P.C.	0.20	Telephone conference with Z. Prince and F. Marquez re UCC status.
01/08/23	Josh Sussberg, P.C.	0.50	Conference with R. Stark re committee matters.
01/09/23	Michael B. Slade	1.00	Participate in committee interview.
01/09/23	Josh Sussberg, P.C.	0.20	Correspond re UCC meeting with principals and next steps.
01/10/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike, K&E team re UCC meetings and status.
01/10/23	Josh Sussberg, P.C.	0.10	Telephone conference with R. Stark re status hearing.
01/11/23	Ziv Ben-Shahar	0.40	Conference with R. Jacobson re UCC meeting deck (.2); correspond with same re same (.2).
01/11/23	Rob Jacobson	1.60	Review, revise UCC deck (.9); correspond with Z. Ben-Shahar, F. Petrie, M. Reiney re same (.7).
01/11/23	Laura K. Riff	0.40	Telephone conference with Company, M. Slade re UCC diligence request.
01/11/23	Josh Sussberg, P.C.	0.90	Conference with R. Stark re status and next steps, including call with management (.4); conference with Z. Prince and R. Kanowitz re same (.4); correspond with J. Mayers re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Rob Jacobson	2.10	Correspond with BRG team re UCC diligence requests (.5); draft diligence materials re same (.6); correspond with F. Petrie re same (.3); review, revise diligence materials re same (.7).
01/12/23	Christine A. Okike, P.C.	2.50	Review UCC deck (1.0); telephone conference with UCC, management and advisors (1.0); follow up telephone conference with management, Haynes & Boone and F. Petrie, K&E teams re same (.5).
01/12/23	Josh Sussberg, P.C.	1.30	Correspond with C. Okike re call with UCC (.1); telephone conference with UCC co-chairs and counsel (1.0); correspond re same and next steps (.1); correspond with R. Kanowitz re same (.1).
01/13/23	Francis Petrie	1.20	Telephone conference with C. Okike and M. Slade re Committee issues and strategy (.5); correspond with Moelis team re UCC objection (.4); review objection re same (.3).
01/13/23	Laura K. Riff	1.50	Telephone conference with Company and M. Slade re UCC diligence requests (1.2); prepare plan re same (.3).
01/14/23	Richard U. S. Howell, P.C.	0.40	Review committee objections.
01/15/23	Francis Petrie	0.50	Telephone conference with M. Reiney, K&E team re UCC strategy.
01/16/23	Laura K. Riff	1.70	Telephone conference with M. Slade and BRG re UCC diligence requests (.5); review and analyze documents re same (1.2).
01/16/23	Michael B. Slade	0.50	Telephone conference with BRG, L. Riff re committee diligence requests.
01/18/23	Richard U. S. Howell, P.C.	0.20	Review supporting documents re 341 meeting.
01/18/23	Michael B. Slade	0.30	Telephone conference with UCC counsel re diligence requests.
01/19/23	Christine A. Okike, P.C.	2.00	Telephone conference with management, BRG, F. Petrie, K&E teams re UCC diligence requests (1.4); telephone conference with UCC, management and advisors re UCC key issues (.6).
01/19/23	Laura K. Riff	1.20	Telephone conference with Company re UCC diligence request list.
01/19/23	Michael B. Slade	1.40	Telephone conference with UCC advisors, Company, BRG team re diligence requests.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/19/23	Michael B. Slade	0.80	Draft response re UCC letter.
01/19/23	Josh Sussberg, P.C.	0.10	Correspond with M. Slade re UCC objections.
01/20/23	Laura K. Riff	0.70	Telephone conference with Company re responding to Brown Rudnick requests for diligence materials.
01/22/23	Josh Sussberg, P.C.	1.00	Conference with M. Meghji re UCC considerations (.2); conference with M. Renzi re same (.3); conference with R. Stark re same (.3); review UCC letter (.1); correspond with C. Okike re same (.1).
01/23/23	Laura K. Riff	2.40	Review and analyze documents re creditors' committee requests.
01/23/23	Josh Sussberg, P.C.	0.50	Telephone conference with M. Meghji re UCC meeting (.3); review questions in response to same (.1); correspond with management re same (.1).
01/23/23	Josh Sussberg, P.C.	0.50	Telephone conference with Z. Prince re UCC call (.2); correspond with Z. Prince re same (.3).
01/24/23	Christine A. Okike, P.C.	1.50	Attend meeting with Company, UCC and advisors.
01/24/23	Laura K. Riff	4.50	Telephone conference with Company re UCC document requests (.8); review and analyze documents re same (2.5); train Kirkland attorneys for same (.8); review materials re same (.4).
01/24/23	Jimmy Ryan	0.10	Correspond R. Jacobson re UCC diligence.
01/24/23	Michael B. Slade	1.00	Participate in telephone conference with UCC and members.
01/24/23	Josh Sussberg, P.C.	2.20	Correspond with Moelis, BRG and M. Slade re UCC meeting (.3); conference with management re UCC meeting (.5); attend UCC meeting (1.4).
01/25/23	Laura K. Riff	4.10	Conference with E. Garcia, K&E team re UCC requests (1.0); review and analyze responsive documents re same (2.1); review and analyze requests for same (1.0).
01/26/23	Christine A. Okike, P.C.	0.40	Telephone conference with Brown Rudnick, M3, Elementus, Moelis, BRG, Haynes & Boone, F. Petrie, K&E teams.
01/26/23	Francis Petrie	0.50	Participate in weekly UCC diligence meeting with K&E team, BRG, UCC advisors.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Margaret Reiney	0.50	Correspond with F. Petrie, K&E team, BRG, UCC re deal updates.
01/26/23	Laura K. Riff	4.90	Review documents re responses to UCC requests (2.5); telephone conference with M. Slade re same (.4); attend telephone conference with Company re same (.5); review and analyze documents re same (1.5).
01/26/23	Josh Sussberg, P.C.	0.20	Correspond re status conference with R. Stark and M. Meghji.
01/27/23	Laura K. Riff	3.10	Telephone conference with C. Costello re UCC diligence requests (.5); telephone conference with Company re same (.6); review and analyze documents re same (1.5); review and analyze new document requests re UCC (.5).
01/27/23	Michael B. Slade	0.30	Review, analyze UCC diligence requests.
01/29/23	Laura K. Riff	1.50	Review and analyze diligence requests from creditors' committee.
01/30/23	Michael B. Slade	1.20	Participate in diligence telephone conference with UCC.
01/31/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, K&E teams, UCC teams re Fireblocks infrastructure.
01/31/23	Laura K. Riff	3.20	Review and analyze documents re production to creditors' committee.
01/31/23	Laura K. Riff	2.30	Review and analyze documents re production and requests re creditors' committee.
<b>Total</b>		<b>105.10</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075871**  
**Client Matter: 54119-11**

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**In the Matter of Use, Sale, and Disposition of Property**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 521,405.00

Total legal services rendered

\$ 521,405.00

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Ziv Ben-Shahar	0.80	735.00	588.00
Trevor Eck	89.80	735.00	66,003.00
Julia R. Foster	1.90	480.00	912.00
Susan D. Golden	1.30	1,475.00	1,917.50
Will Guthrie	23.10	1,245.00	28,759.50
David Hackel	10.10	735.00	7,423.50
Rob Jacobson	1.30	1,155.00	1,501.50
Katherine Karnosh	3.80	935.00	3,553.00
Mike James Koch	38.40	735.00	28,224.00
Sarah R. Margolis	60.80	995.00	60,496.00
Brian Nakhaimousa	57.80	995.00	57,511.00
Christine A. Okike, P.C.	14.00	1,850.00	25,900.00
Isabella J. Parette	19.20	735.00	14,112.00
Francis Petrie	56.10	1,295.00	72,649.50
Margaret Reiney	75.00	1,155.00	86,625.00
Jimmy Ryan	47.50	885.00	42,037.50
Michael B. Slade	1.00	1,855.00	1,855.00
Luke Spangler	1.90	325.00	617.50
Josh Sussberg, P.C.	0.60	2,045.00	1,227.00
Steve Toth	11.70	1,615.00	18,895.50
Mason N. Zurek	0.60	995.00	597.00
<b>TOTALS</b>	<b>516.70</b>		<b>\$ 521,405.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/01/23	Francis Petrie	0.50	Correspond with Moelis, B. Nakhaimousa, K&E team re sale process (.2); telephone conference with Moelis team re asset packages and sale process (.3).
01/02/23	Mike James Koch	4.60	Review, revise bidding procedures (3.9); correspond with B. Nakhaimousa, F. Petrie re same (.4); further review, revise bidding procedures (.3).
01/02/23	Brian Nakhaimousa	2.00	Review, revise bidding procedures, bidding procedures motion (1.7); correspond with M. Koch, F. Petrie, C. Okike, Moelis re same (.3).
01/02/23	Christine A. Okike, P.C.	2.60	Review and revise bid procedures motion, order and procedures.
01/02/23	Francis Petrie	1.30	Review bidding procedures (.5); correspond with B. Nakhaimousa, M. Koch and Moelis team re same (.3); review bidding procedures motion re revisions (.5).
01/03/23	Will Guthrie	2.70	Draft memorandum re asset sale considerations (2.6); correspond with S. Toth and K&E Team re same (.1).
01/03/23	Mike James Koch	0.50	Review, analyze bidding procedures (.4); correspond with B. Nakhaimousa re same (.1).
01/03/23	Mike James Koch	2.00	Review, revise bidding procedures (1.8); correspond with B. Nakhaimousa re same (.2).
01/03/23	Sarah R. Margolis	0.30	Telephone conference with J. Ryan re NDA (.1); review, analyze same (.2).
01/03/23	Brian Nakhaimousa	2.10	Review, revise bidding procedures and bidding procedures motion (1.6); correspond with F. Petrie, K&E team, Walkers re same (.2); correspond with Moelis re NDA (.3).
01/03/23	Christine A. Okike, P.C.	1.00	Review bid procedures motion, order and procedures.
01/03/23	Francis Petrie	2.60	Review and revise bidding procedures motion (1.8); correspond with Moelis, B. Nakhaimousa, K&E team re same (.8).



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/03/23	Jimmy Ryan	1.50	Correspond with S. Margolis, K&E team and Moelis team re bidding procedures related agreements (.7); telephone conference with S. Margolis re same (.2); review, revise NDAs re same (.6).
01/03/23	Steve Toth	1.70	Analyze draft APA for potential sale of separate assets.
01/04/23	Trevor Eck	1.80	Review, revise potential bid materials re sale process updates (1.5); draft NDAs re sale process (.3).
01/04/23	Will Guthrie	4.40	Review and analyze joint venture agreements in respect of sale of JV interests (4.3); telephone conference with R. Jacobson and K&E team re bankruptcy case status (.1).
01/04/23	Rob Jacobson	0.20	Correspond with Moelis, S. Toth, K&E team re form APA.
01/04/23	Katherine Karnosh	0.40	Review, revise asset purchase agreement.
01/04/23	Katherine Karnosh	0.20	Telephone conference with S. Cantor re asset purchase agreement.
01/04/23	Mike James Koch	0.70	Correspond with Kroll, B. Nakhaimousa re bidding procedures (.3); review, revise bidding procedures re bid deadline (.1); correspond with B. Nakhaimousa re same (.1); review, revise bidding procedures motion re bid protections (.2).
01/04/23	Sarah R. Margolis	3.80	Telephone conference with M. Frankle re NDA (.2); correspond with F. Petrie, R. Jacobson re amendment (.2); draft amendment re same (1.0); correspond with B. Nakhaimousa re same (.4); review, analyze NDAs (2.0).
01/04/23	Brian Nakhaimousa	1.50	Correspond with S. Margolis, K&E working group re NDAs (.3); conference with CS re bidding procedures (.2); correspond with M. Koch re same (.2); review, revise same (.8).
01/04/23	Francis Petrie	1.20	Telephone conference with Walkers team re stalking horse implication and sale process (.8); correspond with K&E team re sale confidentiality process (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/04/23	Jimmy Ryan	2.70	Correspond with S. Margolis, K&E team, Moelis team, confidential counterparty re bidding procedures, NDAs (1.3); review, analyze NDA re same (.3); prepare for telephone conference with confidential counterparty re same (.5); office conference with B. Nakhaimousa re same (.2); telephone conference with confidential counterparty re same (.4).
01/04/23	Steve Toth	0.40	Analyze draft bid procedures.
01/05/23	Trevor Eck	4.60	Review, revise NDAs (1.4); correspond with S. Margolis, B. Nakhaimousa re same (.6); research, analyze NDA precedent (.2); review, revise NDA re same (1.1); draft form term amendment page (.8); correspond with S. Margolis, B. Nakhaimousa re same (.3); compile executed NDAs (.1); correspond with S. Margolis, B. Nakhaimousa re same (.1).
01/05/23	Katherine Karnosh	3.20	Review and revise asset purchase agreement.
01/05/23	Sarah R. Margolis	3.70	Review, analyze NDAs (2.0); correspond with confidential counterparties re same (1.0); correspond with B. Nakhaimousa, K&E team re same (.4); review, revise NDA (.3).
01/05/23	Brian Nakhaimousa	4.90	Review, revise bidding procedures, bidding procedures motion (2.8); correspond with S. Margolis, K&E team, HB, Company re NDAs (.6); review, revise form amendment re same (.5); review, analyze issues re same (.5); conference with confidential counterparty (.5).
01/05/23	Isabella J. Paretti	0.70	Conference with B. Nakhaimousa, interested party re sale process (.4); draft notes re same (.1); correspond with S. Margolis, B. Nakhaimousa re revisions re NDAs (.2).
01/05/23	Jimmy Ryan	0.20	Correspond with F. Petrie, K&E team re bidding procedures, NDAs re same.
01/06/23	Trevor Eck	3.80	Review, revise NDAs (2.1); draft amendment re same (.2); review, analyze confidential counterparty list re same (.1); review, update NDAs (1.1); research, analyze NDA considerations (.2); correspond with B. Nakhaimousa re potential bid materials and sale process (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/06/23	Rob Jacobson	1.10	Review, analyze contents of virtual data room re sale process.
01/06/23	Mike James Koch	4.00	Review, revise pleadings re bidding procedures (2.7); correspond with B. Nakhaimousa re same (.4); review, analyze data room materials re confidentiality considerations (.8); correspond with I. Paretti re same (.1).
01/06/23	Sarah R. Margolis	1.00	Review, revise NDA (.1); correspond with potential auction party re same (.1); revise, revise NDAs (.5); correspond with B. Nakhaimousa, J. Ryan re same (.3).
01/06/23	Sarah R. Margolis	0.80	Review, revise NDAs.
01/06/23	Brian Nakhaimousa	1.20	Correspond with M. Koch re bidding procedures motion, declaration (.3); conference with S. Margolis re NDAs (.5); correspond with Moelis, S. Margolis, K&E team re same (.2); conference with Moelis re bidding procedures declaration (.2).
01/06/23	Isabella J. Paretti	2.30	Review, analyze materials in sale virtual data room re privacy, security considerations (1.9); correspond with M. Koch re same (.2); correspond with M. Reiney re same (.2).
01/06/23	Francis Petrie	1.20	Correspond with Moelis re sale process and diligence (.4), correspond re virtual data room contents (.8).
01/06/23	Margaret Reiney	1.70	Review data site documents (1.2); correspond with S. Margolis, K&E team re same (.5).
01/06/23	Jimmy Ryan	0.20	Correspond with S. Margolis, K&E team re bidding procedures, confidential documents.
01/07/23	Mike James Koch	2.00	Review, revise bidding procedures (1.8); correspond with B. Nakhaimousa re same (.2).
01/07/23	Brian Nakhaimousa	0.70	Conference with M. Koch re bidding procedures (.2); correspond with same re same (.2); review, revise same (.3).
01/07/23	Jimmy Ryan	0.40	Review, revise NDAs.
01/08/23	Trevor Eck	2.80	Review, revise NDAs (1.9); research, analyze precedent re same (.8); correspond with B. Nakhaimousa re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/08/23	Brian Nakhaimousa	2.40	Review, revise bidding procedures (.6); review, revise NDAs (1.6); correspond with T. Eck, S. Margolis, K&E team, Moelis re same (.2).
01/08/23	Isabella J. Paretti	2.50	Review, revise NDA (2.1); correspond with S. Margolis re same (.1); conference with B. Nakhaimousa re same (.1); correspond with B. Nakhaimousa re same (.1); correspond with T. Eck re same (.1).
01/08/23	Francis Petrie	1.10	Review and revise bidding procedures (.5); correspond with Walkers, JP (.6).
01/08/23	Margaret Reiney	0.70	Review and revise bidding procedures notice (.4); correspond with B. Nakhaimousa, K&E team re same (.3).
01/08/23	Jimmy Ryan	1.30	Review, revise NDAs (.6); review, analyze precedent re same (.4); correspond with S. Margolis, K&E team re same (.3).
01/08/23	Mason N. Zurek	0.20	Review correspondence from BRG, Moelis teams re mining and sales.
01/09/23	Trevor Eck	3.30	Review, revise bidding procedures (1.3); review, revise NDAs (.7); draft amendments re same (.3); review, revise NDAs (.7); correspond with B. Nakhaimousa, S. Margolis re same (.3).
01/09/23	Will Guthrie	0.70	Draft memorandum re asset sale considerations.
01/09/23	David Hackel	3.80	Review, revise bidding procedures motion and related documents (3.6); correspond with B. Nakhaimousa, K&E team re same (.2).
01/09/23	Mike James Koch	0.30	Review, revise bidding procedures (.2); correspond with B. Nakhaimousa re same (.1).
01/09/23	Sarah R. Margolis	2.30	Review, analyze NDAs re potential party comments (1.9); correspond with B. Nakhaimousa, K&E team re same (.4).
01/09/23	Brian Nakhaimousa	3.30	Review, revise bidding procedures, motion (1.4); correspond with C. Okike, F. Petrie, M. Reiney, M. Koch, Walkers, Cole Schotz, Moelis re same (.5); prepare same for filing (.2); review, revise NDAs (.9); correspond with R. Jacobson, K&E team, Moelis, confidential counterparties re same (.3).
01/09/23	Christine A. Okike, P.C.	0.50	Review bid procedures motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/09/23	Isabella J. Paretti	0.40	Review, revise NDA (.2); correspond with B. Nakhaimousa re same (.2).
01/09/23	Francis Petrie	2.20	Finalize bidding procedures (1.7); correspond with JPLs and Walkers re same (.5).
01/09/23	Jimmy Ryan	0.20	Correspond with S. Margolis, K&E team re NDAs.
01/10/23	Trevor Eck	2.60	Review, revise NDAs (1.2); review revise potential bid materials re same (.7); telephone conference with M. Reiney, K&E team re NDA issue (.3); telephone conference with M. Reiney, K&E team, HB re same (.4).
01/10/23	Will Guthrie	2.70	Draft memorandum re asset sale considerations (1.6); review bidding procedures motion and proposed order (1.1).
01/10/23	Mike James Koch	1.80	Draft pleadings re bidding procedures (1.7); correspond with B. Nakhaimousa re same (.1).
01/10/23	Sarah R. Margolis	1.30	Telephone conference with M. Reiney, B. Nakhaimousa re consent rights (.3); review, revise NDAs re potential sale party comments (1.0).
01/10/23	Brian Nakhaimousa	1.50	Conference with Moelis re NDAs (.5); conference with HB, M. Reiney, K&E team re NDAs (.5); correspond with Moelis, Company, S. Margolis, K&E team, HB re same (.5).
01/10/23	Jimmy Ryan	0.10	Correspond with S. Margolis, K&E team re NDAs.
01/11/23	Trevor Eck	1.40	Review, analyze sale data room diligence re redacted information.
01/11/23	Will Guthrie	0.80	Revise memorandum re asset sale considerations.
01/11/23	Sarah R. Margolis	0.20	Review, analyze NDAs re sale party comments.
01/11/23	Brian Nakhaimousa	4.90	Draft, review, revise NDAs (3.4); correspond with M. Reiney, K&E team re same (.5); conferences with Moelis, HB re NDAs (1.0).
01/11/23	Margaret Reiney	3.10	Review and revise NDAs (2.4); correspond with B. Nakhaimousa, K&E team, H&B re same (.7).
01/11/23	Jimmy Ryan	2.50	Correspond with S. Margolis, K&E team re NDAs (.2); draft NDAs re same (2.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/11/23	Steve Toth	0.70	Review, analyze precedent APAs (.3); revise APA re same (.4).
01/12/23	Trevor Eck	2.10	Review, analyze NDAs re counterparty issue (.4); review, analyze partially executed agreements re same (.4); review analyze data room diligence re same (.3); review, revise potential bid materials re counterparty updates (.7); correspond with B. Nakhaimousa, K&E team re same (.3).
01/12/23	Sarah R. Margolis	3.80	Review, analyze NDAs re potential party comments.
01/12/23	Brian Nakhaimousa	3.20	Conferences with M. Reiney, Moelis, S. Margolis re NDAs (1.0); review, revise form re same (1.7); review, revise NDAs (.5).
01/12/23	Christine A. Okike, P.C.	0.50	Telephone conference with JPLs, Walkers, Moelis, Haynes & Boone, F. Petrie, K&E teams re sale process.
01/12/23	Francis Petrie	1.80	Telephone conference with Committee advisors re sale process, diligence (.7); Review NDAs and correspond with M. Reiney, K&E team re same (.5); telephone conference with JPLs, Walkers team re sale process (.6).
01/12/23	Margaret Reiney	4.40	Review, revise NDAs (2.4); research re same (1.5); correspond with F. Petrie, K&E team re same (.5).
01/12/23	Jimmy Ryan	0.30	Correspond with S. Margolis, K&E team re NDAs.
01/13/23	Trevor Eck	5.80	Review, revise NDAs (2.9); draft issues lists re same (1.5); review, revise internal potential bid materials re same (1.0); correspond with M. Reiney, K&E team re same (.4).
01/13/23	Sarah R. Margolis	2.90	Review, revise NDAs (2.2); correspond with B. Nakhaimousa, M. Reiney, T. Eck re same (.4); telephone conference with B. Nakhaimousa re same (.3).
01/13/23	Brian Nakhaimousa	4.40	Review, revise NDAs (3.2); correspond with M. Reiney re same (.4); conferences with M. Reiney re same (.3); prepare issues list re same (.5).
01/13/23	Francis Petrie	0.90	Correspond with B. Nakhaimousa, M. Reiney, K&E team re sale process and NDAs.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/13/23	Margaret Reiney	3.20	Review, revise NDAs (2.4); correspond with F. Petrie, K&E team re same (.8).
01/13/23	Jimmy Ryan	1.00	Correspond with S. Margolis, K&E team re NDAs (.9); telephone conference with B. Nakhaimousa re same (.1).
01/14/23	Trevor Eck	2.10	Draft issues list re outstanding NDAs (1.8); compile NDAs re same (.3).
01/14/23	Sarah R. Margolis	0.30	Review, revise NDAs re potential bidder comments.
01/14/23	Margaret Reiney	2.80	Review, revise NDAs (2.3); correspond with S. Margolis, K&E team re same (.5).
01/15/23	Trevor Eck	2.50	Review, revise NDAs (1.8); draft issues list re same (.7).
01/15/23	Brian Nakhaimousa	0.30	Correspond with T. Eck re executed NDAs.
01/16/23	Trevor Eck	1.10	Draft issues list re NDAs (.9); correspond with Moelis, B. Nakhaimousa and K&E team re NDA process updates (.2).
01/16/23	Brian Nakhaimousa	1.20	Review, analyze precedent reply re bidding procedures (.5); review, revise NDAs (.7).
01/17/23	Trevor Eck	1.30	Draft issues list re NDAs (.4); review analyze NDAs re organization, compliance with form (.7); correspond with B. Nakhaimousa, K&E team re same (.2).
01/17/23	Will Guthrie	0.10	Review timeline for bankruptcy case re asset sale considerations.
01/17/23	Mike James Koch	0.20	Review, analyze sale process letter (.1); correspond with B. Nakhaimousa re same (.1).
01/17/23	Sarah R. Margolis	4.10	Review, revise NDAs (3.5); correspond with M. Reiney, B. Nakhaimousa re same (.6).
01/17/23	Brian Nakhaimousa	4.70	Review, revise potential bid materials (1.3); correspond with T. Eck, S. Margolis re same (.2); correspond with Moelis re NDAs (.3); review, revise various NDAs (1.8); correspond with S. Margolis, T. Eck, J. Ryan re same (.3); prepare same for execution (.5); correspond with M. Koch re process letters (.2); correspond with Company re NDAs (.1).
01/17/23	Christine A. Okike, P.C.	0.40	Review sale process letter.
01/17/23	Isabella J. Paretti	0.90	Review NDAs (.7); correspond with M. Koch and B. Nakhaimousa re same (.2).
01/17/23	Mason N. Zurek	0.10	Review sale process timeline.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/18/23	Trevor Eck	4.10	Review, revise potential bid materials re status updates (.7); draft issues list re NDAs (.6); review, revise NDAs (1.4); correspond with B. Nakhaimousa, K&E team re same (.3); review, revise NDAs re preparation for execution (.4); correspond with Moelis re same (.1); compile outstanding NDAs and issues list re Company review (.6).
01/18/23	Will Guthrie	4.30	Telephone conference with Moelis, S. Toth and K&E team re asset sales (.7); telephone conference with S. Toth re same (.2); correspond with S. Toth and K&E team re same (.2); draft memorandum re same (2.8); telephone conference with HB re same (.2); correspond with M. Frankle and S. Toth re same (.2).
01/18/23	Sarah R. Margolis	5.20	Review, revise NDAs (2.9); correspond with confidential counterparties re same (.3); review, revise form NDA (.2); correspond with M. Reiney, Alix team re same (.2); review, revise NDAs (1.0); draft issues list re same (.4); correspond with B. Nakhaimousa, T. Eck re same (.2).
01/18/23	Brian Nakhaimousa	0.80	Correspond with S. Margolis, K&E team Company, Moelis re NDAs.
01/18/23	Isabella J. Paretti	1.10	Review, revise proposed NDAs (.7); conference with B. Nakhaimousa (.4).
01/18/23	Margaret Reiney	2.30	Correspond with J. Ryan, K&E team re bidding procedures (.2); review materials re same (.6); review and revise NDAs (1.1); correspond with K&E team re same (.4).
01/18/23	Jimmy Ryan	5.30	Review, revise bidding procedures NDAs (3.2); correspond with S. Margolis, Moelis team and confidential counterparty re same (.9); conference with S. Margolis, K&E team re same (1.1); telephone conference with Moelis team re same (.1).
01/18/23	Steve Toth	1.00	Conference with Moelis, W. Guthrie and K&E team re mining asset sales (.7); conference with W. Guthrie re same (.3).



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/19/23	Trevor Eck	4.90	Review, revise NDAs (1.5); draft issues list re same (1.4); review, analyze precedent re same (.8); correspond with S. Margolis, K&E team re same (.2); review, revise NDA (.4); review, revise NDA re execution version (.2); review, compile NDAs and issues list re Company review (.4).
01/19/23	Will Guthrie	0.40	Telephone conference with S. Toth re asset sale considerations (.2); correspond with potential bidder re nondisclosure agreement considerations (.1); conference with potential bidder re same (.1).
01/19/23	Sarah R. Margolis	3.90	Review, revise NDAs (3.1); conference with T. Eck, B. Nakhaimousa, working group re same (.5); correspond with M. Reiney, M. Lovell, J. Ryan re same (.3).
01/19/23	Brian Nakhaimousa	1.00	Correspond with Moelis, M. Reiney re NDAs (.3); review, revise NDA (.5); prepare issues list re same (.2).
01/19/23	Christine A. Okike, P.C.	0.70	Telephone conference with Moelis, Walkers, Haynes & Boone and K&E teams re sale process (.5); review sale process outline (.2).
01/19/23	Isabella J. Paretti	0.80	Review, analyze NDAs (.5); correspond with S. Margolis, B. Nakhaimousa re same (.3).
01/19/23	Francis Petrie	0.30	Telephone conference with counsel re bid procedures.
01/19/23	Margaret Reiney	3.50	Review, revise NDAs (1.9); correspond with B. Nakhaimousa, K&E team re same (.8); correspond with F. Petrie, K&E team re sale process (.8).
01/19/23	Jimmy Ryan	3.60	Review, revise NDAs (2.2); review, analyze precedent re same (.6); conference with S. Margolis, T. Eck re same (.8).
01/19/23	Michael B. Slade	1.00	Telephone conference with Moelis team (.6); review, analyze supporting documentation for bid procedures re same (.4).
01/19/23	Steve Toth	1.00	Analyze confidential sale documents (.4); correspond with M. Reiney and K&E team re same (.3); discuss loans with W. Guthrie (.2); respond to related correspondence (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/20/23	Trevor Eck	3.70	Research re sale process executory contract issue (1.6); correspond with M. Reiney re same (.3); draft issues list re NDAs (1.2); review, revise NDAs re execution (.3); correspond with S. Margolis, K&E team re NDAs (.3).
01/20/23	Will Guthrie	1.40	Correspond with S. Toth, K&E team, Moelis team, HB team re assets sale considerations (.7); telephone conference with S. Toth re same (.1); telephone conference with Moelis team re same (.2); correspond with S. Toth, K&E team re same (.4).
01/20/23	Sarah R. Margolis	4.30	Review, revise NDAs (1.4); correspond with confidential parties re same (.1); correspond with M. Reiney, B. Nakhaimousa re same (.1); correspond with M. Frankle re consent, disclosures (.1); telephone conference with J. Ryan re same (.1); review, revise NDAs (2.2); correspond with M. Reiney, B. Nakhaimousa, working group re same (.3).
01/20/23	Sarah R. Margolis	0.50	Correspond with B. Nakhaimousa, working group re NDA comments (.2); review, revise same (.3).
01/20/23	Margaret Reiney	2.10	Review and revise NDAs (1.6); correspond with S. Margolis, K&E team, HB re same (.5).
01/20/23	Jimmy Ryan	1.60	Review, revise NDAs (1.0); correspond with S. Margolis, K&E team re same (.4); telephone conference with S. Margolis re same (.2).
01/20/23	Steve Toth	0.80	Analyze and revise correspondence with Moelis and HB (.6); correspond with W. Guthrie re APA and machines to sell (.2).
01/21/23	Trevor Eck	5.70	Draft issues list re NDAs (1.7); review revise same re same (.4); review, revise NDAs (1.4); research precedent re same (.8); review, revise NDAs re execution versions (.3); compile NDAs and issues list packages re Company approval (.7); correspond with M. Reiney, K&E team re outstanding NDAs, updates (.4).
01/21/23	Brian Nakhaimousa	0.80	Review, revise NDAs issues list (.6); correspond with T. Eck re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/21/23	Margaret Reiney	3.20	Review, revise NDAs (2.4); correspond with B. Nakhaimousa, K&E team re same (.8).
01/21/23	Jimmy Ryan	0.40	Correspond with T. Eck, K&E team re NDAs (.2); telephone conference with T. Eck re same (.2).
01/22/23	Sarah R. Margolis	1.00	Review, revise NDAs (.7); correspond with B. Nakhaimousa, I. Paretti re same (.3).
01/22/23	Brian Nakhaimousa	0.30	Correspond with T. Eck, M. Reiney, S. Margolis re NDAs.
01/22/23	Isabella J. Paretti	0.80	Review, revise NDAs (.6); correspond with S. Margolis, M. Reiney re same (.2).
01/22/23	Francis Petrie	0.70	Review UST comments to bidding procedures motion (.2); review bid procedures materials re same (.5).
01/22/23	Jimmy Ryan	0.20	Correspond with S. Margolis, K&E team re NDAs.
01/22/23	Steve Toth	0.60	Correspond with M. Reiney, K&E team re NDAs (.2); correspond with F. Petrie, K&E team and Moelis re APAs (.4).
01/23/23	Trevor Eck	7.90	Review, revise NDAs (3.2); draft issues lists re same (1.2); research precedent re same (.6); research re loan agreement issues (2.5); correspond with S. Margolis, K&E team re NDA process updates, strategies and issues (.4).
01/23/23	Will Guthrie	0.70	Correspond with M. Reiney, K&E team re asset sale considerations (.2); telephone conference with M. Reiney, K&E team, Moelis team re bidding procedures order (.5).
01/23/23	Mike James Koch	5.50	Review, analyze precedent U.S. Trustee comments re bidding procedures (3.9); review, revise bidding procedures re same (1.2); correspond with B. Nakhaimousa re same (.4).
01/23/23	Sarah R. Margolis	4.20	Correspond with Moelis re NDAs (.1); review, revise NDAs (3.4); correspond with B. Nakhaimousa re same (.2); telephone conference with J. Ryan re same (.2); correspond with M. Reiney re same (.2); correspond with Company re same (.1).
01/23/23	Brian Nakhaimousa	0.80	Review, revise bidding procedures order (.4); correspond with M. Koch re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/23	Brian Nakhaimousa	1.00	Correspond with S. Margolis, K&E team re confidential documents (.4); review, revise same (.6).
01/23/23	Christine A. Okike, P.C.	0.80	Correspond with bidder (.2); correspond with Moelis team re same (.1); telephone conference with Walkers, Haynes & Boone, F. Petrie, K&E teams re sale process (.5).
01/23/23	Isabella J. Paretti	0.70	Review, revise NDAs (.5); correspond with S. Margolis re same (.2).
01/23/23	Francis Petrie	4.50	Telephone conference with Walkers team re Bermuda process and bidding procedures (.7); correspond and follow up re same (.6); correspond with M. Reiney, K&E team re customer privacy in sale process (.5); review company policy re same (1.4); correspond with B. Nakhaimousa, K&E team, Moelis team re bidding procedures and objection (1.3).
01/23/23	Margaret Reiney	7.00	Correspond with F. Petrie, K&E team, Moelis re bidding procedures (.5); review and revise same (2.8); revise and revise NDAs (2.4); correspond with B. Nakhaimousa, K&E team, Company re same (1.3).
01/23/23	Jimmy Ryan	1.60	Correspond with S. Margolis, K&E team re NDAs (.6); telephone conference with confidential counterparty re same (.1); telephone conference with S. Margolis re same (.1); review, revise NDAs re same (.8).
01/23/23	Steve Toth	0.40	Discuss bidding procedures issues with Moelis, F. Petrie, K&E team.
01/24/23	Trevor Eck	4.30	Review, revise NDAs re execution (.9); correspond with Moelis re same (.3); research re NDAs and related issues (.8); review, revise potential bid materials re process updates and outstanding NDAs (1.3); compile, organize NDAs re Company review (.3); correspond with M. Reiney, K&E team, Moelis re outstanding NDAs (.7).
01/24/23	Susan D. Golden	0.40	Correspond with C. Okike and F. Petrie re bidding procedures and U.S. Trustee CPO request.
01/24/23	Will Guthrie	0.20	Correspond with S. Toth, K&E team re bidding procedures.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/24/23	Mike James Koch	1.40	Review, revise materials re bidding procedures (1.1); correspond with B. Nakhaimousa, M. Reiney re same (.3).
01/24/23	Sarah R. Margolis	3.50	Correspond with T. Eck, J. Ryan re NDAs (.5); review, analyze NDAs (.2); review, revise NDAs re party comments, Company parties (2.8).
01/24/23	Brian Nakhaimousa	1.30	Correspond with S. Margolis re NDAs (.4); review, revise bidding procedures (.5); correspond with M. Koch re same (.2); review limited objection re bidding procedures (.2).
01/24/23	Christine A. Okike, P.C.	0.30	Telephone conference with Haynes & Boone, F. Petrie, K&E teams re bid procedures re International.
01/24/23	Francis Petrie	1.20	Telephone conference with Company, Moelis teams re sale process and international considerations (.5); correspond with UCC team re bidding procedures open issues, form of revised order (.7).
01/24/23	Margaret Reiney	6.20	Review and revise bidding procedures (2.8); correspond with F. Petrie, K&E team, Moelis re same (1.2); review and revise NDAs (1.5); correspond with B. Nakhaimousa, K&E team, Company re same (.7).
01/24/23	Jimmy Ryan	0.90	Review, revise NDAs (.5); correspond with S. Margolis, K&E team re same (.4).
01/24/23	Josh Sussberg, P.C.	0.30	Conference with J. Dermont re sale status and next steps.
01/24/23	Steve Toth	0.40	Review correspondence re bidding procedures (.2); analyze comments to bidding procedures (.2).
01/25/23	Ziv Ben-Shahar	0.30	Research re joint venture governance considerations (.2); correspond with I. Paretti re same (.1).
01/25/23	Trevor Eck	2.90	Review, revise NDAs (.9); draft issues list re same (.7); correspond with M. Reiney, K&E team re same (.2); compile, organize NDAs and issues lists re Company review (.4); review, revise NDAs re execution (.3); review, revise potential bid materials re process updates (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/25/23	Mike James Koch	3.40	Review, revise bidding procedures reply (3.0); correspond with B. Nakhaimousa, K&E team re same (.4).
01/25/23	Sarah R. Margolis	3.60	Conference with confidential parties (.2); telephone conference with T. Eck re NDAs (.1); correspond with M. Reiney, Alix team re same (.1); telephone conference with confidential party re NDA (.2); review, revise NDAs re party, Company comments (3.0).
01/25/23	Brian Nakhaimousa	0.80	Review, revise bidding procedures declaration (.5); review, revise transaction notice (.2); correspond with S. Golden re transaction notice (.1).
01/25/23	Christine A. Okike, P.C.	1.10	Review sale process timeline (.3); correspond with Moelis team re same (.5); review bid procedures (.3).
01/25/23	Francis Petrie	1.50	Correspond with U.S. Trustee, CS team re bidding procedures objection (.5); review same (.4); review and revise order (.6).
01/25/23	Margaret Reiney	4.90	Correspond with F. Petrie, K&E team, Block re NDAs (.3); review and revise NDAs (1.5); correspond with F. Petrie, K&E team, Company re same (.9); review and revise bidding procedures documents (1.8); correspond with J. Ryan, K&E team re same (.4).
01/25/23	Jimmy Ryan	3.60	Correspond with S. Margolis, K&E team and Moelis team re NDAs (.1); telephone conference with M. Reiney, confidential counterparty re same (.1); correspond with M. Koch, K&E team and Moelis team re reply to objection to bidding procedures (.6); telephone conferences with B. Nakhaimousa, K&E team re same (.5); office conference with F. Petrie re same (.1); review, analyze precedent re same (.4); research re same (.5); analyze issues re same (.4); review, analyze U.S. Trustee objection re same (.5); draft summary of same (.4).
01/26/23	Ziv Ben-Shahar	0.50	Review correspondence from Moelis, S. Margolis and K&E team sale process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Trevor Eck	6.70	Research re bidding procedures issue (1.5); review, revise NDAs (1.6); draft issues lists re same (.8); review, revise potential bid materials re sale process updates (.6); correspond with M. Reiney, K&E team, Moelis re same (.3); draft sale process action items list re same (1.2); review, revise NDAs re execution (.4); compile, organize NDAs re Company update, records (.3).
01/26/23	Susan D. Golden	0.90	Review U.S. Trustee objection to bidding procedures and request for CPO (.4); conference with F. Petrie, M. Reiney and J. Ryan re response to same (.5).
01/26/23	Will Guthrie	0.70	Conference with Moelis, S. Toth, K&E team re U.S. Trustee objection to bidding procedures (.3); review bidding procedures order re same (.4).
01/26/23	David Hackel	3.70	Research re bidding procedures (3.3); correspond with M. Koch, T. Eck, K&E team re same (.4).
01/26/23	Mike James Koch	4.30	Research re bidding procedures (1.4); draft bidding procedures reply (2.2); correspond with B. Nakhaimousa, J. Ryan re same (.5); conference with B. Nakhaimousa, J. Ryan, Moelis team re same (.2).
01/26/23	Sarah R. Margolis	2.20	Correspond with M. Reiney, T. Eck re NDAs (.1); review, analyze NDAs (2.1).
01/26/23	Brian Nakhaimousa	1.50	Review, analyze U.S. Trustee objection re bidding procedures (.7); correspond with J. Ryan re same (.3); conference with Moelis re U.S. Trustee comments re bidding procedures (.5).
01/26/23	Christine A. Okike, P.C.	0.20	Telephone conference with Brown Rudnick, F. Petrie, K&E teams re bid procedures.
01/26/23	Francis Petrie	5.60	Review, revise bidding procedures re objection (1.0); telephone conference with Moelis team re same (.4); telephone conference with Brown Rudnick team re stalking horse notice (.5); review and revise materials re same (1.2); office conference with M. Reiney re same (.6); review and revise reply re bidding procedures approval (1.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Margaret Reiney	6.60	Review, revise bidding procedures documents (3.5); correspond with F. Petrie, K&E team re same (1.7); correspond with J. Ryan, K&E team, Moelis re NDAs, bidding procedures objection (.5); review U.S. Trustee objection to bidding procedures (.9).
01/26/23	Jimmy Ryan	9.70	Correspond with F. Petrie, K&E team and Moelis team re reply to bidding procedures objection (1.2); research re same (1.2); analyze issues re same (.8); draft reply re same (5.5); conference with F. Petrie, K&E team and Moelis team re same (.2); conference with F. Petrie, K&E team re same (.5); office conference with M. Reiney re same (.3).
01/26/23	Steve Toth	0.30	Discuss bidding procedures with Moelis, F. Petrie, K&E team (.2); conference with BRG re bidding procedures (.1).
01/26/23	Mason N. Zurek	0.10	Correspond with M. Reiney, Moelis, K&E team re bidding procedures.
01/27/23	Trevor Eck	4.00	Review, revise NDAs (1.6); draft NDAs issues lists re same (.8); correspond with S. Margolis, K&E team and Moelis re same (.4); revise NDAs re execution version (.4); review, analyze joint venture materials re NDAs (.3); review, revise potential bid materials re updates (.5).
01/27/23	Will Guthrie	1.70	Conference with potential bidder re nondisclosure agreement (.7); correspond with S. Toth, K&E team re same (.4); correspond with S. Toth, K&E team re bidding procedures (.6).
01/27/23	David Hackel	2.30	Research, review transcripts re bidding procedures (2.1); correspond with J. Foster, B. Nakhaimousa, K&E team re same (.2).
01/27/23	Mike James Koch	1.60	Review, revise declaration re bidding procedures reply (1.4); correspond with B. Nakhaimousa, M. Reiney re same (.2).
01/27/23	Sarah R. Margolis	2.40	Review, analyze NDAs re loan counterparty (.2); correspond with M. Frankle, T. Eck, K&E team re same (.1); review, revise NDAs (2.1).



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/27/23	Brian Nakhaimousa	1.50	Review, revise declaration re bidding procedures (1.0); correspond with M. Reiney, K&E team re same (.1); review, revise bar date notice (.1); transaction notice re publication (.2); correspond with R. Jacobson re same (.1).
01/27/23	Christine A. Okike, P.C.	0.60	Review bid procedures (.4); review bid procedures order (.2).
01/27/23	Isabella J. Paretti	1.90	Correspond with L. Spangler re transcripts re bidding procedures (.1); conference with B. Nakhaimousa re same (.5); research re case law re bidding procedures (1.3).
01/27/23	Francis Petrie	7.70	Revise bidding procedures (2.2); correspond with Company re customer privacy data (.7); correspond with U.S. Trustee (.5); review and revise materials re bidding procedures (3.3); review materials, process letters re same (1.0).
01/27/23	Margaret Reiney	5.30	Review and revise bidding procedures (3.2); review precedent re same (.8); correspond with F. Petrie, K&E team re same (1.3).
01/27/23	Jimmy Ryan	1.60	Correspond with M. Reiney, K&E team re reply to bidding procedures objection (.4); review, revise same (1.2).
01/27/23	Luke Spangler	1.90	Research precedent re bar date and bidding procedure transcripts (1.6); compile same (.2); distribute to I. Paretti and D. Hackel (.1).
01/27/23	Steve Toth	0.40	Correspond with M. Reiney re NDA (.2); correspond with F. Petrie re bidding procedures (.2).
01/28/23	Trevor Eck	1.80	Review, revise NDAs re counterparty form, comments.
01/28/23	David Hackel	0.30	Research re bidding procedures.
01/28/23	Mike James Koch	3.80	Research precedent re bidding procedures reply (.5); correspond with J. Ryan re same (.1); review, revise pleadings re bidding procedures reply (2.7); correspond with M. Reiney, K&E team re same (.5).
01/28/23	Mike James Koch	0.30	Review, revise agenda re hearing on bid protections, bar date (.2); correspond with M. Reiney re same (.1).
01/28/23	Sarah R. Margolis	0.20	Review, revise NDAs (.1); correspond with counterparties, B. Nakhaimousa, Moelis team re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/28/23	Brian Nakhaimousa	2.00	Review, revise talking points re bidding procedures (.5); correspond with I. Paretti re same (.1); review, revise Moelis declaration (.3); correspond with M. Koch, K&E team re same (.1); review, revise bidding procedures reply (.8); correspond with M. Koch re same (.2).
01/28/23	Christine A. Okike, P.C.	1.90	Review bid procedures (.3); review U.S. Trustee objection to bid procedures (.2); review Tichenor declaration in support of bid protections (.4); review bid procedures reply (1.0).
01/28/23	Isabella J. Paretti	3.90	Draft talking points re bidding procedures motion (2.0); correspond with B. Nakhaimousa re same (.3); research re same (.9); review pleadings re same (.7).
01/28/23	Francis Petrie	6.60	Review and revise bidding procedures reply (3.8); review Tichenor declaration (1.2); review precedent re same (.5); correspond with M. Reiney, J. Sussberg, M. Koch, J. Ryan re same (1.1).
01/28/23	Margaret Reiney	5.70	Review and revise bidding procedures documents (3.1); correspond with F. Petrie, K&E team re same (1.8); review and revise agenda re same (.8).
01/28/23	Jimmy Ryan	6.00	Correspond with M. Koch, K&E team re reply to objection to bidding procedures (1.2); research re same (.9); review, revise reply re same (2.6); review, analyze precedent re same (.6); draft responses to U.S. Trustee re revised proposed bidding procedures order (.7).
01/28/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re bidding procedures and status.
01/28/23	Mason N. Zurek	0.20	Correspond with M. Reiney, K&E team re bidding procedures talking points.
01/29/23	Trevor Eck	1.90	Review, revise NDAs re counterparty comments, form (1.4); review, revise NDA (.5).
01/29/23	Mike James Koch	1.60	Review, revise pleadings re bidding procedures reply (1.4); correspond with M. Reiney, B. Nakhaimousa re same (.2).
01/29/23	Mike James Koch	0.40	Review, revise agenda re hearing re bidding procedures, bar date motion (.3); correspond with M. Reiney re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/29/23	Sarah R. Margolis	0.90	Review, revise NDAs (.7); correspond with T. Eck, B. Nakhaimousa re same (.2).
01/29/23	Brian Nakhaimousa	3.00	Review, revise transaction notice for publication (.3); review transcripts re bidding procedures (.7), revise talking points re bidding procedures (.9); conference with Moelis re sale timeline (.3); correspond with M. Reiney, F. Petrie re same (.8).
01/29/23	Christine A. Okike, P.C.	1.00	Review bid procedures order and bid procedures (.7); correspond with F. Petrie, K&E team re same (.3).
01/29/23	Isabella J. Paretti	2.30	Review, revise bidding procedures talking points (1.3); review precedent re hearing transcripts re same (.3); correspond with J. Ryan re same (.1); conference with B. Nakhaimousa re sale process timeline (.3); draft table re same (.3).
01/29/23	Francis Petrie	7.70	Finalize and file bidding procedures reply (1.1); finalize declarations for filing (.6); draft and revise materials re same (3.8); correspond with M. Reiney, K&E, Moelis teams re same (.8); draft and prepare responsive materials re UST objection (1.0); correspond with B. Nakhaimousa re notices (.4).
01/29/23	Margaret Reiney	6.10	Review and revise bidding procedures documents (3.7); correspond with F. Petrie, K&E team, Cole Schotz re same (1.5); review, revise talking points re same (.9).
01/29/23	Jimmy Ryan	2.60	Correspond with F. Petrie, K&E team re reply to objection to bidding procedures motion (.5); review, revise same (1.3); prepare for filing of same (.7); correspond with S. Margolis, K&E team re NDAs (.1).
01/29/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re bidding procedures hearing and U.S. Trustee resolution.
01/30/23	Trevor Eck	2.90	Review, revise NDAs (1.4); telephone conference with S. Margolis, K&E team, counterparty re same (.3); draft issues lists re same (.7); review, revise NDAs re execution (.5).
01/30/23	Julia R. Foster	1.90	Draft sale motion (.9); draft sale order (.6) draft declaration ISO sale motion (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/30/23	Will Guthrie	1.00	Teleconference with Moelis re asset sale considerations (.1); revise materials re same (.3); correspond with S. Toth, K&E team re same, bidding procedures (.6).
01/30/23	Sarah R. Margolis	3.50	Review, revise NDAs (2.8); correspond with M. Reiney re same (.2); correspond with B. Nakhaimousa, T. Eck re same (.1); telephone conference with Alix team re NDAs (.2); telephone conference with confidential counterparty re comments to NDAs (.2).
01/30/23	Brian Nakhaimousa	3.30	Conference with S. Margolis, potential M&A counterparty re NDAs (.5); review, revise NDAs (.8); correspond with T. Eck re same (.1); prepare publication version re transaction notice (1.7); correspond with Kroll, M. Reiney, Moelis re same (.2).
01/30/23	Christine A. Okike, P.C.	1.30	Correspond with bidder re sales timeline (.2); correspond with Moelis, F. Petrie, K&E teams re bid procedures (.8); review revised bid procedures order (.3).
01/30/23	Isabella J. Paretti	0.70	Review, revise NDAs (.5); correspond with S. Margolis re same (.2).
01/30/23	Francis Petrie	4.80	Prepare for bidding procedures hearing (.8); review and revise proposed order (.7); review, revise sale timeline (1.3); review, revise communications re same (.9); draft materials re same (1.1).
01/30/23	Margaret Reiney	5.20	Review and revise bidding procedures documents (2.6); correspond with F. Petrie, K&E team re same (.3); review and revise NDAs (1.4); correspond with B. Nakhaimousa, K&E team re same (.9).
01/30/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re bidding procedures resolution.
01/30/23	Steve Toth	1.40	Correspond with W. Guthrie re APA draft (.2); analyze revised APA (1.2).
01/31/23	Trevor Eck	3.80	Review, revise NDAs (1.4); draft issues lists re same (.9); review, analyze precedent re same (.4); correspond with M. Reiney, K&E team, Moelis re same (.4); review, revise potential bid materials re sale process updates (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/31/23	Will Guthrie	1.30	Telephone conference with S. Toth, K&E team, Moelis, HB re asset sale considerations (.7); draft materials re same (.4); correspond with S. Toth, K&E team re same (.2).
01/31/23	Sarah R. Margolis	0.90	Review, revise NDAs (.5); correspond with M. Reiney re same (.1); office conference with T. Eck, J. Ryan re same (.3).
01/31/23	Brian Nakhaimousa	1.20	Correspond with R. Jacobson, M. Reiney, S. Golden re publications re bidding procedures order, bar date order (.5); prepare same for publication (.7).
01/31/23	Brian Nakhaimousa	0.20	Correspond with T. Eck re NDAs.
01/31/23	Christine A. Okike, P.C.	1.10	Telephone conference re mining sale with Moelis, Haynes & Boone, F. Petrie, K&E teams (.8); review bidding procedures (.3).
01/31/23	Isabella J. Paretti	0.20	Correspond with S. Margolis, T. Eck re nondisclosure agreements.
01/31/23	Francis Petrie	2.70	Telephone conference with Moelis team re form APA re mining sale (.8); review and revise APA (.6); correspond with S. Toth, K&E team re same (.8); correspond re M&A counterparty, process with same (.2); correspond with Kroll team re deposit escrow and agreement (.3).
01/31/23	Margaret Reiney	1.00	Review, revise NDAs (.6); correspond with S. Margolis, K&E team re same (.4).
01/31/23	Steve Toth	2.60	Discuss mining assets and sale process with Moelis, Haynes and Boone, F. Petrie, K&E team (.8); revise APA (1.8).
<b>Total</b>		<b>516.70</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075872**  
**Client Matter: 54119-12**

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**In the Matter of Corp., Governance, & Securities Matters**

For legal services rendered through January 31, 2023 (see attached Description of Legal Services for detail)	<u>\$ 16,308.50</u>
Total legal services rendered	\$ 16,308.50

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Ziv Ben-Shahar	0.40	735.00	294.00
Mike James Koch	1.00	735.00	735.00
Sarah R. Margolis	3.60	995.00	3,582.00
Christine A. Okike, P.C.	1.00	1,850.00	1,850.00
Isabella J. Paretti	1.20	735.00	882.00
Francis Petrie	2.30	1,295.00	2,978.50
Michael B. Slade	0.50	1,855.00	927.50
Luke Spangler	0.50	325.00	162.50
Josh Sussberg, P.C.	2.20	2,045.00	4,499.00
Mason N. Zurek	0.40	995.00	398.00
<b>TOTALS</b>	<b>13.10</b>		<b>\$ 16,308.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/09/23	Mike James Koch	1.00	Draft board update slide deck (.9); correspond with S. Margolis, K&E team re same (.1).
01/09/23	Sarah R. Margolis	2.50	Draft board update re second day hearing (1.6); correspond with M. Reiney, F. Petrie re same (.2); review, revise summary re status conference (.5); correspond with M. Koch re same (.2).
01/09/23	Francis Petrie	0.90	Review, revise board update materials (.6); correspond with S. Margolis, K&E Team re same (.3).
01/09/23	Michael B. Slade	0.50	Telephone conference with Company re case status update, legal strategy.
01/09/23	Mason N. Zurek	0.40	Review, analyze board update materials.
01/12/23	Ziv Ben-Shahar	0.40	Review, analyze and compile outstanding diligence requests (.2); correspond with R. Jacobson re same (.2).
01/17/23	Sarah R. Margolis	1.10	Draft summary re second day hearing re board meeting.
01/23/23	Josh Sussberg, P.C.	0.50	Participate in update telephone conference with management.
01/24/23	Isabella J. Paretti	1.20	Draft board update re hearing on January 27 (.5); correspond with M. Reiney, F. Petrie re same (.2); revise correspondence re same (.5).
01/24/23	Luke Spangler	0.50	Research precedent re consumer privacy ombudsman (.3); compile and distribute same to M. Koch (.2).
01/25/23	Christine A. Okike, P.C.	1.00	Participate in board meeting.
01/25/23	Francis Petrie	0.60	Draft presentation materials re board update.
01/25/23	Josh Sussberg, P.C.	1.50	Attend board call.
01/25/23	Josh Sussberg, P.C.	0.20	Telephone conference with S. Vogel re overall status.
01/26/23	Francis Petrie	0.40	Draft presentation materials re board update.
01/29/23	Francis Petrie	0.40	Draft presentation materials re board update.
<b>Total</b>		<b>13.10</b>	



Document Page 113 of 240  
**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075873**  
**Client Matter: 54119-13**

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**In the Matter of Employee Matters**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 377,640.00

Total legal services rendered

\$ 377,640.00

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Cade C. Boland	12.00	985.00	11,820.00
Karsten Busby	2.70	1,295.00	3,496.50
Trevor Eck	9.20	735.00	6,762.00
Julia R. Foster	0.30	480.00	144.00
David Hackel	18.10	735.00	13,303.50
Richard U. S. Howell, P.C.	66.80	1,620.00	108,216.00
Aleschia D. Hyde	2.00	985.00	1,970.00
Rob Jacobson	26.50	1,155.00	30,607.50
Mike James Koch	3.90	735.00	2,866.50
Brian Nakhaimousa	5.30	995.00	5,273.50
Christine A. Okike, P.C.	11.30	1,850.00	20,905.00
Isabella J. Parette	9.70	735.00	7,129.50
Francis Petrie	44.00	1,295.00	56,980.00
Margaret Reiney	30.30	1,155.00	34,996.50
Laura K. Riff	2.60	1,405.00	3,653.00
Michael B. Slade	11.70	1,855.00	21,703.50
Josh Sussberg, P.C.	4.40	2,045.00	8,998.00
Katie J. Welch	28.50	1,135.00	32,347.50
Mason N. Zurek	6.50	995.00	6,467.50
<b>TOTALS</b>	<b>295.80</b>		<b>\$ 377,640.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/02/23	David Hackel	2.20	Research re U.S. Trustee, Committee objections re KERP.
01/02/23	Richard U. S. Howell, P.C.	0.50	Telephone conference with F. Petrie re open KERP hearing issues.
01/02/23	Richard U. S. Howell, P.C.	0.30	Review KERP documents.
01/02/23	Richard U. S. Howell, P.C.	1.00	Review and provide comments to draft KERP declarations and KERP pleadings.
01/02/23	Rob Jacobson	3.20	Draft presentation re employee disclosures.
01/03/23	Cade C. Boland	1.70	Review, analyze documents re compensation practices of Company employees.
01/03/23	David Hackel	1.30	Research re U.S. Trustee, Committee objections re KERP.
01/03/23	Richard U. S. Howell, P.C.	1.20	Telephone conferences with M. Slade re KERP hearing strategy and related issues (.8); prepare re same (.4).
01/03/23	Rob Jacobson	4.10	Review, revise presentation re employee compensation disclosures (3.6); review, analyze issues re same (.5).
01/03/23	Brian Nakhaimousa	0.20	Conference with WTW re KERP declaration (.1); correspond with K. Welch re same (.1).
01/03/23	Christine A. Okike, P.C.	1.50	Review employee presentation (.5); telephone conference with management, C Street and K&E teams re employee matters (.6); review Crowell and Gartrell declarations in support of KERP motion (.4).
01/03/23	Isabella J. Paretti	1.50	Review, revise declaration re employee retention programs (1.3); correspond with B. Nakhaimousa re same (.2).
01/03/23	Francis Petrie	0.90	Telephone conference with Company re people strategy and employee issues (.5); correspond with Company re KERP declaration and schedule disclosure (.4).
01/03/23	Michael B. Slade	0.70	Review, revise pleading re KERP disclosure.
01/03/23	Katie J. Welch	0.30	Correspond with C Street re key employee retention program declarations.
01/04/23	Cade C. Boland	1.00	Review, analyze documents re compensation practices of Company employees.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/04/23	David Hackel	2.80	Review, analyze key employee retention program motion, supporting declarations (.4); research re same (2.4).
01/04/23	Richard U. S. Howell, P.C.	0.60	Review, analyze open investigation and employee issues.
01/04/23	Richard U. S. Howell, P.C.	1.50	Review and provide comments to draft KERP declarations (.5); video conference re draft KERP declarations (1.0).
01/04/23	Rob Jacobson	5.80	Review, revise presentation re employee compensation disclosures (3.6); correspond with J. Sussberg, F. Petrie, K&E team re same (.2); review, revise re comments to presentation re employee disclosures (1.5); review, analyze data, issues re same (.5).
01/04/23	Francis Petrie	3.50	Review draft Company communications (.8); correspond with C. Okike re same (.2); correspond with M. Reiney re KERP diligence and materials (.3); review insider disclosures (1.2); correspond with M. Reiney re same (.4); review, analyze KERP presentation (.4) correspond with R. Jacobson, K&E team re same (.2).
01/04/23	Michael B. Slade	1.10	Telephone conference with F. Petrie, K&E team re retention program declarations (1.0); correspond with F. Petrie re same (.1).
01/04/23	Katie J. Welch	1.00	Telephone conference with Company and K&E team re KERP declaration.
01/04/23	Katie J. Welch	2.90	Review, revise Crowell declaration re KERP.
01/05/23	Cade C. Boland	1.70	Review, analyze documents re compensation practices of Company employees.
01/05/23	Richard U. S. Howell, P.C.	1.50	Telephone conference with M. Slade re open KERP hearing issues and employee issues (1.3); prepare re same (.2).
01/05/23	Richard U. S. Howell, P.C.	0.80	Review and provide comments to draft KERP declarations and KERP pleadings.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/05/23	Rob Jacobson	6.90	Review, revise presentation re employee disclosures (2.9); telephone conference with M. Slade re same (.4); review, revise employee disclosure presentation re same (2.3); review, analyze diligence, SoFA and schedules data re same (.8); telephone conference with Company, C. Okike, C Street team re employee disclosure communications matters (.5).
01/05/23	Brian Nakhaimousa	1.00	Research re contractor, PEO payment.
01/05/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, C Street R. Jacobson, K&E teams re employee matters.
01/05/23	Isabella J. Paretti	0.70	Correspond with B. Nakhaimousa, K. Welch re key employee retention declaration (.3); revise same (.4).
01/05/23	Francis Petrie	3.30	Telephone conference with Company re employee issues (.5); telephone conference with Company re communications strategy and employee disclosures (.8); correspond with R. Jacobson re disclosure presentation (.6); correspond with R. Jacobson re KERP diligence (.9); review rules and correspond with R. Jacobson re aggregate disclosures (.5).
01/05/23	Josh Sussberg, P.C.	0.70	Review status update hearing presentation (.6); correspond with M. Slade re same (.1).
01/05/23	Katie J. Welch	2.30	Compile materials re Committee requests re KERP/TRP.
01/06/23	Cade C. Boland	2.20	Review, analyze documents re compensation practices of Company employees.
01/06/23	Richard U. S. Howell, P.C.	0.70	Prepare and review correspondence re KERP diligence and related issues.
01/06/23	Rob Jacobson	2.40	Review, revise employee disclosure presentation.
01/06/23	Brian Nakhaimousa	0.70	Research, analyze wages issues (.5); conference with I. Paretti re same (.2).
01/06/23	Francis Petrie	0.40	Correspond with R. Jacobson, K&E team, Company re KERP and retention program diligence.
01/06/23	Laura K. Riff	2.60	Review and analyze documents re executive compensation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/06/23	Josh Sussberg, P.C.	0.40	Review revised KERP hearing presentation (.2); correspond with R. Jacobson re same (.2).
01/06/23	Katie J. Welch	2.10	Compile documents re UCC requests KERP/TRP (1.4); correspond with R. Howell, K&E team re same (.7).
01/07/23	Rob Jacobson	4.10	Review, revise presentation re employee compensation disclosures, insider payments (3.6); conference with M. Slade re same (.2); correspond with Company, J. Sussberg, M. Slade re same (.3).
01/07/23	Michael B. Slade	1.10	Telephone conference with departing employee (.3); correspond with F. Petrie re same (.1); revise materials re same (.7).
01/07/23	Michael B. Slade	0.40	Review and revise KERP disclosure materials.
01/08/23	Cade C. Boland	0.60	Review, analyze documents re compensation materials.
01/08/23	Richard U. S. Howell, P.C.	0.20	Review draft KERP declaration (.1); provide comments to same (.1).
01/08/23	Francis Petrie	1.40	Telephone conference with Company re status conference and employee communications.
01/08/23	Margaret Reiney	2.10	Review and revise materials for status conference (1.5); correspond with M. Koch, K&E team re same (.6).
01/08/23	Michael B. Slade	0.90	Review, analyze diligence requests re KERP and employee payments (.4); revise materials re same (.5)
01/08/23	Michael B. Slade	0.90	Conference with Company re insider payment considerations (.4); review, revise protective order (.5).
01/08/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re KERP objection deadline.
01/08/23	Katie J. Welch	1.10	Review, revise key employee retention declaration.
01/09/23	Cade C. Boland	2.30	Review and analyze documents re compensation practices (.6); draft summary re same (.4); research re employee retention considerations (1.3).
01/09/23	Aleschia D. Hyde	2.00	Review documents re employee compensation considerations.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/09/23	Francis Petrie	1.10	Correspond with C Street re employee communications materials (.5); review and revise script re same (.6).
01/09/23	Katie J. Welch	0.20	Review, revise Crowell declaration re KERP.
01/10/23	David Hackel	2.90	Correspond with M. Zurek re KERP objections (.4); research re same (.2); review, revise reply re same (2.3).
01/10/23	Richard U. S. Howell, P.C.	1.50	Review and revise draft second day pleadings and comments to same (.5); telephone conference re strategy, KERP hearing issues (.4); review additional materials re KERP diligence requests (.3); review correspondence re KERP hearing issues (.3).
01/10/23	Brian Nakhaimousa	0.10	Correspond with WTW, K. Welch re retention programs declaration.
01/10/23	Francis Petrie	0.50	Telephone conference with management re employee issues.
01/10/23	Michael B. Slade	0.90	Correspond with R. Howell re KERP evidence (.2); review, analyze same (.7).
01/10/23	Katie J. Welch	1.60	Review, revise Crowell KERP declaration.
01/10/23	Katie J. Welch	0.50	Conference with Company re KERP declaration.
01/10/23	Katie J. Welch	1.50	Review revise KERP declaration re employee issues.
01/10/23	Mason N. Zurek	0.10	Review and revise KERP reply.
01/11/23	David Hackel	4.10	Review, revise KERP reply (1.9); correspond with M. Zurek, K&E team re same (.6); research re same (.3); further review, revise same (1.3).
01/11/23	Richard U. S. Howell, P.C.	1.50	Telephone conferences with M. Slade re KERP issues and other second day relief (1.2); prepare and review correspondence re same (.3).
01/11/23	Brian Nakhaimousa	0.20	Correspond with K. Welch re retention programs declarations.
01/11/23	Christine A. Okike, P.C.	1.00	Telephone conference with Company, M3, Brown Rudnick, BRG and F. Petrie re KERP (.9); telephone conference with Company re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/11/23	Francis Petrie	1.30	Telephone conference with Committee and C. Okike re employee retention issues (.9); prepare for same (.3); telephone conference with Company re same (.1).
01/11/23	Katie J. Welch	0.20	Correspond with M. Slade and R. Howell re KERP declaration.
01/11/23	Mason N. Zurek	4.30	Review and revise KERP reply (2.7); review, analyze precedent re same (1.3); correspond with D. Hackel, M. Reiney re same (.3).
01/12/23	Richard U. S. Howell, P.C.	1.30	Telephone conferences with F. Petrie, K&E team re key employee retention plan issues (.8); review, analyze issues re same (.5).
01/12/23	Richard U. S. Howell, P.C.	0.70	Review and revise draft pleadings re second day hearing.
01/12/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company, C Street, F. Petrie and K&E team re employee matters.
01/12/23	Isabella J. Paretti	1.10	Review, revise revised proposed final orders re wages, retention program (.9); correspond with R. Jacobson and M. Reiney re same (.2).
01/12/23	Francis Petrie	1.40	Telephone conference with Company re employee communications strategy (.5); telephone conference with Company re people strategy and employee issues (.4); telephone conference with R. Howell, K&E team re second day relief and redaction hearing (.5).
01/12/23	Mason N. Zurek	0.10	Correspond with D. Hackel re KERP reply.
01/13/23	Richard U. S. Howell, P.C.	4.70	Telephone conferences with C. Okike, K&E team re key employee retention program (2.5); review, analyze issues re same (1.2); review, analyze objections, related materials re same (1.0).
01/13/23	Christine A. Okike, P.C.	2.10	Telephone conferences with R. Howell, K&E team re KERP (.7); analyze KERP issues (.4); telephone conference with management, Brown Rudnick, R. Howell and K&E team re same (.5); correspond with Company re same (.5).
01/13/23	Isabella J. Paretti	0.40	Correspond with F. Petrie re 401(k), retention programs.
01/13/23	Isabella J. Paretti	0.50	Review, revise proposed final order re wages.



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/13/23	Francis Petrie	2.20	Review and revise wages order (1.3); correspond with I. Paretti re 401K plan and claw backs (.2); review KERP objection (.5); correspond with Company, M. Slade and K&E team re same (.2).
01/13/23	Michael B. Slade	1.30	Telephone conference with F. Petrie, K&E team re KERP (.6); review materials re same (.7).
01/13/23	Josh Sussberg, P.C.	0.30	Correspond re KERP feedback and next steps (.2); correspond re KERP hearing and UST objection (.1).
01/15/23	Richard U. S. Howell, P.C.	2.30	Review KERP proposals (.4); telephone conference with M. Slade re same (.5); review supporting documents and filed pleadings to prepare for contested KERP hearing (1.2); prepare and review correspondence re same (.2).
01/15/23	Isabella J. Paretti	0.20	Review, revise wages proposed final order.
01/15/23	Josh Sussberg, P.C.	0.20	Correspond with K&E team re KERP and UCC proposal.
01/15/23	Mason N. Zurek	0.30	Review UCC objection re KERP (.1); correspond with I. Paretti re same (.2).
01/16/23	Richard U. S. Howell, P.C.	0.60	Telephone conference with M. Slade to develop strategy re KERP hearing.
01/16/23	Richard U. S. Howell, P.C.	0.70	Review correspondence from M. Slade re employee retention plan litigation and related issues.
01/16/23	Christine A. Okike, P.C.	1.50	Telephone conference with management, F. Petrie and K&E team re KERP (.7); review, analyze KERP (.8).
01/16/23	Isabella J. Paretti	2.40	Review objections re retention programs motion (.4); review, revise reply re same (1.8); correspond with M. Zurek re same (.2).
01/16/23	Francis Petrie	1.30	Telephone conference with BRG team re KERP diligence process (.6); telephone conference with Company, C. Okike re KERP strategy and next steps (.7).
01/16/23	Michael B. Slade	0.90	Telephone conference with C. Okike, Company re KERP negotiations (.7); review, revise settlement proposal re same (.1); correspond with J. Sussberg re same (.1).
01/16/23	Josh Sussberg, P.C.	0.10	Correspond with M. Slade re KERP.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/16/23	Mason N. Zurek	0.20	Correspond with M. Reiney, I. Paretti re KERP reply (.1); review, revise same (.1).
01/17/23	Cade C. Boland	2.50	Review responsive documents re employee considerations.
01/17/23	David Hackel	0.50	Correspond with M. Zurek, K&E team re KERP objections (.1); review, analyze documents re same (.4).
01/17/23	Richard U. S. Howell, P.C.	2.20	Review filed pleadings re KERP retention plan hearing (1.7); prepare re same (.5).
01/17/23	Christine A. Okike, P.C.	0.20	Review, analyze KERP issues.
01/17/23	Francis Petrie	1.30	Correspond with M. Reiney, K&E team, Company re retention programs (.8); correspond with M. Reiney, K&E team, Company re Committee KERP objection and timing (.5).
01/17/23	Michael B. Slade	0.40	Draft KERP settlement proposal (.3); correspond with F. Petrie re same (.1).
01/17/23	Mason N. Zurek	1.30	Review and revise KERP reply (.9); correspond with I. Paretti, M. Reiney, K&E team re same (.2); review, analyze materials re same (.2).
01/18/23	David Hackel	0.10	Correspond with M. Reiney re KERP status.
01/18/23	Richard U. S. Howell, P.C.	2.30	Prepare for retention plan hearing (2.0); participate in portions of witness preparation sessions (.3).
01/18/23	Francis Petrie	1.80	Review Committee KERP supplemental objection (1.4); correspond with M. Reiney, K&E team re same (.4).
01/18/23	Margaret Reiney	2.50	Review and revise KERP reply.
01/18/23	Michael B. Slade	0.30	Review Committee supplemental KERP objection.
01/19/23	Richard U. S. Howell, P.C.	2.20	Review filed pleadings in preparation for retention program hearing.
01/19/23	Richard U. S. Howell, P.C.	0.80	Prepare correspondence to M. Slade and K&E team re retention programs and other litigation items (.4); review same (.4).
01/19/23	Richard U. S. Howell, P.C.	0.70	Review draft KERP declarations (.6); correspond with M. Slade re same (.1).
01/19/23	Francis Petrie	3.70	Correspond and telephone conferences with BRG re UCC KERP scheduling letter (1.4); correspond with M. Reiney, K&E team re same (.2); draft materials re same (2.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/19/23	Margaret Reiney	2.60	Review, analyze retention programs documents (1.4); prepare deposition logistics re same (1.2).
01/19/23	Josh Sussberg, P.C.	0.40	Telephone conference with M. Slade, C. Okike and F. Petrie re next steps on KERP.
01/20/23	David Hackel	1.40	Review, analyze U.S. Trustee and UCC KERP and sealing objections, precedent (1.3); correspond with M. Zurek, K&E team re same (.1).
01/20/23	Richard U. S. Howell, P.C.	1.50	Review underlying KERP documents to prepare for retention program litigation.
01/20/23	Richard U. S. Howell, P.C.	0.50	Telephone conference with M. Slade re KERP litigation strategy.
01/20/23	Josh Sussberg, P.C.	0.40	Correspond with F. Petrie re revised sealing motion and footnote re retention applications (.2); correspond with M. Slade re employee retention programs motion and next steps (.2).
01/21/23	Richard U. S. Howell, P.C.	1.70	Review draft documents from M. Reiney re retention program considerations (.5); prepare and review correspondence re same (.7); review materials to prepare for depositions re same (.5).
01/21/23	Christine A. Okike, P.C.	1.00	Review UCC KERP objections and U.S. Trustee KERP objection.
01/22/23	Trevor Eck	1.60	Review, revise KERP reply re declaration updates.
01/22/23	Richard U. S. Howell, P.C.	3.50	Review KERP documents to prepare for retention program hearing.
01/22/23	Richard U. S. Howell, P.C.	1.60	Telephone conference with M. Slade to develop strategy for retention plan litigation.
01/22/23	Richard U. S. Howell, P.C.	3.80	Review draft KERP declarations (2.0); revise same (1.8).
01/22/23	Mike James Koch	1.40	Review, revise retention programs motion (.9); correspond with M. Reiney re same (.5).
01/22/23	Brian Nakhaimousa	3.10	Draft, review, revise motion to seal re retention programs declaration (1.8); correspond with F. Petrie, M. Reiney re same (.1); draft, review, revise application to shorten time (1.1); correspond with M. Reiney re same (.1).
01/22/23	Christine A. Okike, P.C.	1.50	Review KERP declarations (1.0); review KERP reply (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/22/23	Isabella J. Paretti	1.40	Review, revise declaration re retention programs (1.2); correspond with M. Reiney re same (.2).
01/22/23	Francis Petrie	10.70	Telephone conference with Cole Schotz team re KERP hearing and process (.5); finalize and file KERP materials (2.0); review and revise Crowell and Gartrell declarations (3.8); draft and revise motion to seal and related materials (4.4).
01/22/23	Margaret Reiney	12.80	Review and revise retention programs motion (3.9); review and revise declarations re same (3.8); correspond with declarants re same (2.6); correspond with B. Nakhaimousa, K&E team re same (1.4); research re precedent re same (1.1).
01/22/23	Katie J. Welch	2.90	Review, analyze and compile response to UCC KERP diligence requests.
01/23/23	Julia R. Foster	0.30	Correspond with K. Welch re KERP materials.
01/23/23	David Hackel	2.80	Review, revise KERP declaration (2.3); research re same (.3); correspond with M. Zurek, K&E team re same (.2).
01/23/23	Richard U. S. Howell, P.C.	5.80	Prepare re retention programs hearing (1.7); telephone conferences with M. Slade, K&E team re strategy for retention program hearing (2.8); prepare and review correspondence re same (1.3).
01/23/23	Mike James Koch	1.80	Draft, revise agenda re retention programs hearing (1.6); correspond with F. Petrie, M. Reiney re same (.2).
01/23/23	Christine A. Okike, P.C.	0.50	Review, analyze UCC objection re KERP, TRP motion.
01/23/23	Francis Petrie	2.30	Prepare finalized versions of KERP motion, objection.
01/23/23	Margaret Reiney	2.70	Correspond with K. Welch, K&E team re KERP witness preparation (1.1); correspond with M. Zurek, K&E team, Company re KERP pleadings (.8); review and revise agenda re retention programs (.8).
01/23/23	Josh Sussberg, P.C.	0.20	Correspond re KERP documents and next steps.
01/23/23	Katie J. Welch	1.60	Prepare for deposition re KERP witness.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/23	Mason N. Zurek	0.20	Correspond with M. Reiney, D. Hackel re KERP reply, declaration.
01/24/23	Trevor Eck	1.30	Draft presentation re key employee retention program hearing.
01/24/23	Richard U. S. Howell, P.C.	2.80	Prepare correspondence with Company, M. Slade and K&E team re settlement of retention programs issues (.6); review same (.9); review and revise KERP documents re same (1.3).
01/24/23	Mike James Koch	0.70	Review, revise agenda re retention programs hearing (.6); correspond with F. Petrie, M. Reiney re same (.1).
01/24/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, C Street F. Petrie and K&E team re employee matters.
01/24/23	Francis Petrie	0.50	Telephone conference with Company, C. Okike re employee issues (.3); prepare re same (.2).
01/24/23	Margaret Reiney	2.80	Review and revise employee retention materials (.7); correspond with F. Petrie, K&E team re same (.6); prepare witness preparation logistics (1.5).
01/24/23	Josh Sussberg, P.C.	0.30	Telephone conference with M3 Partners re KERP.
01/24/23	Katie J. Welch	1.10	Telephone conference with KERP witness re KERP deposition preparation.
01/24/23	Katie J. Welch	0.50	Participate in video conference with M. Crowell re KERP deposition preparation.
01/25/23	Trevor Eck	6.30	Draft presentation re key employment retention program hearing (3.8); correspond with K&E team re same (2.5).
01/25/23	Richard U. S. Howell, P.C.	8.00	Prepare for depositions re retention programs (2.0); correspond with Company re same (3.0); participate in WTW deposition (3.0).
01/25/23	Francis Petrie	2.20	Review, revise deposition exhibits (.3); correspond with Company, M. Reiney, K&E team re same (.2); review UCC proposal re KERP settlement (1.5); correspond with M. Reiney, K&E team re same (.2).
01/25/23	Margaret Reiney	2.30	Correspond with F. Petrie, K&E team, UCC, Company re witness preparation (1.5); prepare materials re KERP hearing (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/25/23	Michael B. Slade	2.50	Participate in depositions of witnesses (2.2); telephone conferences with R. Howell and Company re settlement (.3).
01/25/23	Josh Sussberg, P.C.	0.70	Conference with M. Slade and M. Crowley re KERP response (.3); prepare response on KERP (.4).
01/25/23	Josh Sussberg, P.C.	0.50	Correspond with UCC, Moelis re settlement re KERP settlement proposal (.2); conference with M. Meghji re same (.3).
01/25/23	Katie J. Welch	1.50	Participate in KERP deposition.
01/25/23	Katie J. Welch	1.20	Prepare for deposition re KERP.
01/25/23	Katie J. Welch	0.80	Correspond with F. Petrie, K&E team re KERP settlement.
01/25/23	Katie J. Welch	4.50	Participate in KERP deposition (3.8); prepare materials re same (.7).
01/26/23	Richard U. S. Howell, P.C.	7.80	Witness preparation sessions with F. Petrie, K&E team, M. Renzi re retention programs (4.3); review, analyze materials re same (2.0); correspond with F. Petrie, K&E team re same (.5); review, analyze correspondence re same (1.0).
01/26/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, C Street and F. Petrie re employee matters.
01/26/23	Isabella J. Paretti	0.60	Draft, revise table re UCC retention program settlement terms (.4); correspond with M. Reiney, B. Nakhaimousa re same (.1); correspond with F. Petrie re same (.1).
01/26/23	Isabella J. Paretti	0.90	Review pleadings re KERP hearing (.7); correspond with F. Petrie re same (.2).
01/26/23	Francis Petrie	2.60	Telephone conference with C. Okike, Company re employee issues (.3); correspond with M. Reiney, K&E team re final KERP order language (.8); correspond with M. Reiney, K&E team re UST KERP objection, settlement (.8); telephone conference with R. Howell, M. Slade re KERP order (.4); correspond with R. Howell, M. Slade re same (.3).
01/26/23	Margaret Reiney	0.80	Review and revise agenda re KERP hearing (.5); correspond with B. Nakhaimousa, K&E team re same (.3).
01/26/23	Josh Sussberg, P.C.	0.10	Correspond with R. Howell re KERP order.
01/26/23	Katie J. Welch	0.20	Correspond with WTW re KERP hearing.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Katie J. Welch	0.50	Telephone conference with Company re KERP hearing.
01/27/23	Francis Petrie	0.30	Telephone conference with R. Howell re KERP, employee issues.
01/27/23	Margaret Reiney	1.70	Prepare for KERP hearing.
01/30/23	Francis Petrie	0.40	Review employee FAQ materials.
01/31/23	Karsten Busby	2.70	Review updated retention program terms (.5); review motion and order for award terms (1.0); review and revise draft bonus letter (1.2).
01/31/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, C Street, K. Vera and K&E teams re employee issues.
01/31/23	Francis Petrie	0.90	Review and revise materials re employee communications (.7); correspond with M. Reiney, K&E team re final KERP terms and settlement (.2).
01/31/23	Michael B. Slade	0.30	Revise KERP correspondence (.1); telephone conference with M. Reiney re same (.2).
<b>Total</b>		<b>295.80</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075874**  
**Client Matter: 54119-15**

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**In the Matter of SOFAs and Schedules**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 122,978.50

Total legal services rendered

\$ 122,978.50



**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Ziv Ben-Shahar	14.00	735.00	10,290.00
Stephen Coudounaris	21.20	1,155.00	24,486.00
Emma L. Flett	9.90	1,795.00	17,770.50
Susan D. Golden	10.70	1,475.00	15,782.50
Rob Jacobson	10.10	1,155.00	11,665.50
Mike James Koch	4.80	735.00	3,528.00
Brian Nakhaimousa	0.80	995.00	796.00
Christine A. Okike, P.C.	1.50	1,850.00	2,775.00
Isabella J. Paretti	3.00	735.00	2,205.00
Francis Petrie	7.70	1,295.00	9,971.50
Art Sett	4.00	465.00	1,860.00
Michael B. Slade	0.80	1,855.00	1,484.00
Josh Sussberg, P.C.	0.80	2,045.00	1,636.00
Jenny Wilson	6.20	1,595.00	9,889.00
Alex Zapalowski	7.10	1,245.00	8,839.50
<b>TOTALS</b>	<b>102.60</b>		<b>\$ 122,978.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/02/23	Ziv Ben-Shahar	0.90	Research re SoFA redaction issues (.6); correspond with F. Petrie, M. Koch re same (.3).
01/02/23	Francis Petrie	1.40	Correspond with Company re SoFA issues (.4); review, analyze supporting diligence re same (.7); correspond with Z. Ben-Shahar, K&E team re same (.3).
01/03/23	Christine A. Okike, P.C.	0.50	Telephone conference with independent director, F. Petrie and K&E team re schedules and statements.
01/04/23	Josh Sussberg, P.C.	0.50	Review and revise hearing presentation re SoFAs (.4); correspond with F. Petrie re same (.1).
01/05/23	Ziv Ben-Shahar	1.60	Review, revise global notes to schedules and statements (1.5); correspond with M. Koch re same (.1).
01/05/23	Stephen Coudounaris	0.50	Review, analyze anticipated GDPR redaction objections from U.S. Trustee.
01/05/23	Emma L. Flett	0.50	Telephone conference with J. Wilson re GDPR redaction issues (.3); correspond with S. Golden re same (.2).
01/05/23	Susan D. Golden	0.60	Telephone conference with F. Petrie re matrix and schedules redaction motion, GDPR redaction issues (.3); correspond with A. Zapalowski and E. Flett re same (.3).
01/05/23	Mike James Koch	0.70	Review, revise global notes (.5); correspond with Z. Ben-Shahar, F. Petrie re same (.2).
01/05/23	Isabella J. Paretti	1.70	Research diligence re schedules and statements (1.1); conference and correspond with F. Petrie, B. Nakhaimousa re same (.6).
01/05/23	Josh Sussberg, P.C.	0.20	Correspond with F. Petrie re schedules and statements timing.
01/05/23	Jenny Wilson	0.50	Correspond with E. Flett re U.S. Trustee redaction objections and related GDPR issues (.3); review, analyze precedent objection re same (.2).
01/05/23	Alex Zapalowski	0.30	Correspond with S. Golden re GDPR redaction issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/06/23	Ziv Ben-Shahar	1.80	Research re SoFAs issues (.8); review, analyze potential issues re same (.5); correspond with B. Nakhaimousa, M. Koch re same (.5).
01/06/23	Stephen Coudounaris	4.50	Draft reply to anticipated U.S. Trustee redaction motion objection re GDPR issues (3.7); correspond with S. Golden and K&E team re same (.8).
01/06/23	Stephen Coudounaris	3.80	Draft reply to U.S. Trustee redaction objection re GDPR issues (3.1); review, analyze precedent re same (.7).
01/06/23	Susan D. Golden	0.50	Correspond with F. Petrie re UCC joinder to schedules, SoFA, matrix redaction motion.
01/06/23	Rob Jacobson	0.50	Conference with F. Petrie, K&E team, HB team, Company re SoFAs and schedules and related matters.
01/06/23	Mike James Koch	0.70	Research SoFAs issues (.6); correspond with B. Nakhaimousa, K&E team re same (.1).
01/06/23	Isabella J. Paretti	1.30	Conference with B. Nakhaimousa re schedules and statements (.5); correspond with M. Koch and Z. Ben-Shahar re same (.2); research re same (.5); correspond with F. Petrie re same (.1).
01/06/23	Francis Petrie	2.00	Telephone conference with BRG, Haynes and Boone teams re SoFA issues and filing (.3); correspond with Company, HB team re same (.6); review precedent re priority listing on SoFA (.6); correspond with B. Nakhaimousa, K&E team re same (.5).
01/06/23	Jenny Wilson	0.80	Telephone conference with S. Coudounaris and A. Zapalowski re GDPR redaction issues, reply to U.S. Trustee redaction objection (.5); review, analyze precedent objections re same (.3).
01/06/23	Alex Zapalowski	0.70	Telephone conference with J. Wilson re GDPR issues, reply to U.S. Trustee redaction objection (.5); review, analyze precedent replies re same (.2).
01/08/23	Christine A. Okike, P.C.	0.20	Review compensation disclosures re schedules and statements.
01/08/23	Francis Petrie	0.70	Review SoFA global notes (.3); correspond with Haynes and Boone team re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/09/23	Stephen Coudounaris	4.00	Draft response to U.S. Trustee objection re motion to redact individual names on matrix, schedules and SoFA (3.1); review, analyze GDPR issues re same (.9).
01/09/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re insider disclosures re SoFAs, schedules.
01/09/23	Alex Zapalowski	0.30	Review, analyze reply to U.S. Trustee objection to redaction of individual PII in matrix and schedules re GDPR issues.
01/10/23	Emma L. Flett	1.20	Telephone conference with J. Wilson re GDPR redaction of individual names in matrix and schedules (.4); research re same (.8).
01/10/23	Susan D. Golden	1.00	Review and analyze U.S. Trustee objection to motion to redact PII from matrix, schedules, SoFA and other pleadings.
01/10/23	Susan D. Golden	0.90	Correspond with J. Wilson re response to GDPR issues in U.S. Trustee redaction objection (.4); review and analyze outline of GDPR response to U.S. Trustee objection to redaction (.5).
01/10/23	Art Sett	1.00	Review, analyze U.S. Trustee objection re motion to redact individual names and PII in matrix and schedules re GDPR.
01/10/23	Michael B. Slade	0.30	Correspond with F. Petrie re SoFAs, schedules.
01/10/23	Jenny Wilson	1.50	Correspond with A. Zapalowski and S. Coudounaris re response to U.S. Trustee objection on redaction motion (.5); correspond with S Golden re same (.4); review, analyze U.S. Trustee objection re same (.4); correspond with S Coudounaris re objection response (.2).
01/10/23	Alex Zapalowski	2.50	Review, analyze redaction motion objection response re GDPR and protection of individual's PII (2.1); correspond with J. Wilson re same (.4).
01/11/23	Ziv Ben-Shahar	4.80	Review, analyze schedules re potential issues, filing.
01/11/23	Stephen Coudounaris	3.80	Review, revise response to U.S. Trustee objection to redacting PII in matrix and schedules re GDPR issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/11/23	Stephen Coudounaris	1.30	Review, revise reply to U.S. Trustee objection to redacting PII in matrix and schedules re GDPR issues.
01/11/23	Emma L. Flett	1.00	Review, analyze GDPR issues re U.S. Trustee redaction objection reply (.5); correspond with S. Golden re same (.5).
01/11/23	Susan D. Golden	3.90	Correspond with J. Wilson re U.S. Trustee objection on redacting individual names and other PII per GDPR (.5); telephone conference with E. Jones re same (.4); revise draft reply re GDPR (3.0).
01/11/23	Rob Jacobson	7.70	Review, revise SoFAs and schedules (3.9); review, analyze same re redaction matters (2.5); correspond with F. Petrie, Cole Schotz, Company, Kroll re schedules and statements (.8); coordinate filing re same (.5).
01/11/23	Mike James Koch	1.90	Review, analyze statements of financial affairs re preparation for filing (1.6); conference with R. Jacobson, Z. Ben-Shahar re same (.3).
01/11/23	Christine A. Okike, P.C.	0.50	Review schedules and statements.
01/11/23	Francis Petrie	3.20	Review, analyze SoFAs and schedules re filing.
01/11/23	Michael B. Slade	0.50	Review, revise global notes to SoFAs and schedules (.2); correspond with R. Jacobson re same (.3).
01/11/23	Jenny Wilson	2.20	Review, revise response re U.S. Trustee redaction objection (1.7); telephone conference with A Zapalowski, S Coudounaris and S Golden re same (.5).
01/11/23	Alex Zapalowski	2.50	Review, analyze U.S. Trustee redaction objection re GDPR issues (.8); revise reply re same (1.2); correspond with J. Wilson re same (.5).
01/12/23	Stephen Coudounaris	1.50	Revise reply to U.S. Trustee objection re GDPR in redaction motion (1.1); analyze precedent re same (.4).
01/12/23	Stephen Coudounaris	1.80	Research precedent re GDPR redaction issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Emma L. Flett	2.20	Review, analyze objection reply re redaction motion (1.3); telephone conference with A. Zapalowski re GDPR and related privacy issues (.5); correspond with S. Golden re same (.4).
01/12/23	Susan D. Golden	2.30	Correspond with J. Wilson and S. Coudounaris re GDPR insert for reply to U.S. Trustee matrix, schedules redaction objection (.4); revise reply re same (.5); telephone conference with E. Jones re same (.3); review evidence of possible phishing scam (.3); correspond with F. Petrie re same (.2); review and analyze UCC reply to U.S. Trustee objection re redactions (.4); correspond with F. Petrie re same (.2).
01/12/23	Rob Jacobson	1.90	Coordinate filing of SoFAs and schedules (.3); draft summary re SoFAs (.3); review, analyze filed versions for accuracy, appropriate redactions (1.1); correspond with Company re same (.2).
01/12/23	Art Sett	3.00	Research re data privacy, GDPR issues (1.2); review, revise insert for reply to U.S. Trustee objection re same (1.8).
01/12/23	Jenny Wilson	1.20	Correspond with S. Golden re reply to U.S. Trustee redaction objection (.4); revise re same (.6); correspond with S. Coudounaris and A. Sett re customer privacy issues (.2).
01/12/23	Alex Zapalowski	0.80	Review, analyze GDPR issues re U.S. Trustee objection to individual PII redactions in matrix and schedules (.3); revise response re same (.5).
01/13/23	Emma L. Flett	1.00	Correspond with S. Golden re GDPR statutory standards (.4); review, analyze re same (.6).
01/13/23	Susan D. Golden	0.60	Review response and declarations in support of response to U.S. Trustee objection to consolidation and redaction motion (.5); correspond with F. Petrie and E. Jones re same (.1).
01/13/23	Francis Petrie	0.40	Correspond with R. Jacobson, K&E team re sealing motion and objection (.3); review, analyze correspondence re same (.1).
01/16/23	Christine A. Okike, P.C.	0.30	Review insider disclosures re SoFAs.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/19/23	Susan D. Golden	0.40	Telephone conference with J. Sussberg re response to U.S. Trustee redaction objection (.3); telephone conference with F. Petrie re same (.1).
01/20/23	Emma L. Flett	3.80	Telephone conferences with J. Wilson, K&E team re privacy issues, GDPR considerations re U.S. Trustee redaction objection (.6); review, analyze issues re same (1.3); research re same (1.9).
01/20/23	Susan D. Golden	0.50	Correspond with J. Sussberg re comments to response to U.S. Trustee objection to redactions (.3) revise re same (.2).
01/23/23	Ziv Ben-Shahar	4.70	Research, analyze issues re privacy policy, personally identifiable information (4.3); correspond with R. Jacobson re same (.4).
01/24/23	Ziv Ben-Shahar	0.20	Research re PII and privacy issues re schedules, SoFA and matrix.
01/25/23	Mike James Koch	1.50	Research, analyze redaction issues re schedules (1.3); correspond with R. Jacobson re same (.2).
01/25/23	Brian Nakhaimousa	0.80	Conference with BRG re preparation of schedules (.7); correspond with HB re same (.1).
01/30/23	Emma L. Flett	0.20	Review, analyze GDPR issues re redaction motion of individual PII.
<b>Total</b>		<b>102.60</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075875**  
**Client Matter: 54119-16**

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**In the Matter of Hearings**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 84,475.50

Total legal services rendered

\$ 84,475.50



**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Ziv Ben-Shahar	1.20	735.00	882.00
Cade C. Boland	0.50	985.00	492.50
Julia R. Foster	3.30	480.00	1,584.00
David Hackel	2.30	735.00	1,690.50
Richard U. S. Howell, P.C.	6.30	1,620.00	10,206.00
Rob Jacobson	5.40	1,155.00	6,237.00
Mike James Koch	3.10	735.00	2,278.50
Sarah R. Margolis	2.10	995.00	2,089.50
Brian Nakhaimousa	3.00	995.00	2,985.00
Christine A. Okike, P.C.	4.80	1,850.00	8,880.00
Isabella J. Parette	2.30	735.00	1,690.50
Francis Petrie	2.80	1,295.00	3,626.00
Margaret Reiney	8.50	1,155.00	9,817.50
Jimmy Ryan	3.30	885.00	2,920.50
Michael B. Slade	4.90	1,855.00	9,089.50
Josh Sussberg, P.C.	7.90	2,045.00	16,155.50
Katie J. Welch	0.50	1,135.00	567.50
Mason N. Zurek	3.30	995.00	3,283.50
<b>TOTALS</b>	<b>65.50</b>		<b>\$ 84,475.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/08/23	Josh Sussberg, P.C.	1.50	Prepare for hearing (1.3); correspond with M. Slade and K&E team re same (.2).
01/09/23	Julia R. Foster	2.50	Attend status conference (2.0); prepare re same (.5).
01/09/23	Richard U. S. Howell, P.C.	1.60	Telephonically participate in hearing (partial) (.5); review, analyze re retention issues and other second day hearing issues (.8); review, revise draft materials re same (.3).
01/09/23	Rob Jacobson	2.70	Participate in status conference (2.0); prepare hearing presentation re same (.7).
01/09/23	Mike James Koch	2.00	Telephonically attend status conference hearing.
01/09/23	Sarah R. Margolis	1.20	Attend status conference, hearing (partial).
01/09/23	Brian Nakhaimousa	2.00	Partially telephonically attend January 9 status conference.
01/09/23	Christine A. Okike, P.C.	2.30	Participate in status conference (2.0); prepare for same (.3).
01/09/23	Margaret Reiney	0.50	Attend hearing (partial).
01/09/23	Jimmy Ryan	2.30	Telephonically attend January 9 status conference (2.0); prepare re same (.3).
01/09/23	Michael B. Slade	1.20	Prepare for second day hearing (.2); participate in status conference (partial) (1.0).
01/09/23	Josh Sussberg, P.C.	3.20	Prepare for status conference (1.1); attend status conference (1.9); correspond re status conference and Robinhood shares (.2).
01/09/23	Mason N. Zurek	2.30	Attend January 9 telephonic status conference (2.0); prepare for same (.3).
01/10/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike, K&E team re second day hearing.
01/11/23	Josh Sussberg, P.C.	0.20	Correspond with C. Okike, K&E team re omnibus hearing and motions to be heard.
01/12/23	Michael B. Slade	0.40	Telephone conference with C. Okike, F. Petrie re hearing preparation.
01/12/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike, K&E team re hearing status.
01/13/23	Michael B. Slade	0.40	Telephone conference with C. Okike and F. Petrie re hearing prep.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/23	Christine A. Okike, P.C.	0.50	Telephone conference with M. Slade, K&E team re hearing (.2); correspond with K&E and Haynes and Boone teams re same (.3).
01/15/23	Michael B. Slade	0.30	Telephone conference with J. Sussberg, R. Howell, K&E team re upcoming hearings and preparation for same.
01/16/23	Francis Petrie	0.70	Prepare for second day hearing.
01/16/23	Margaret Reiney	5.10	Prepare for second day hearing (.8); correspond with F. Petrie, K&E team re logistics re same (1.8); review and revise orders re same (2.5).
01/17/23	Ziv Ben-Shahar	1.20	Telephonically attend second day hearing (.6); prepare for same (.6).
01/17/23	Julia R. Foster	0.80	Attend January 17 hearing (.7); prepare for same (.1).
01/17/23	David Hackel	0.40	Attend second day hearing (partial) and review, analyze information re same.
01/17/23	Rob Jacobson	1.40	Telephonically attend January 17 hearing (.9); prepare for same (.5).
01/17/23	Sarah R. Margolis	0.90	Attend second day hearing (.5); review, analyze hearing motions re same (.3); correspond with R. Jacobson re same (.1).
01/17/23	Christine A. Okike, P.C.	0.50	Participate in hearing.
01/17/23	Isabella J. Parette	0.70	Telephonically attend second day hearing (partial) (.1); review, analyze docket re revised proposed final orders (.5); correspond with R. Jacobson and K&E team re same (.1).
01/17/23	Francis Petrie	0.60	Participate in hearing re second day motions (.5); prepare for same (.1).
01/17/23	Margaret Reiney	1.00	Participate in second day hearing (.5); prepare for same (.5).
01/17/23	Michael B. Slade	0.50	Review filed pleadings and support re second day hearing (.1); participate in same (.4).
01/17/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re second day hearing and status.
01/23/23	Richard U. S. Howell, P.C.	0.50	Participate in status hearing.
01/23/23	Christine A. Okike, P.C.	0.50	Participate in court status conference.
01/23/23	Francis Petrie	0.50	Telephonically participate in hearing re scheduling status conference.
01/23/23	Margaret Reiney	0.70	Participate in court status conference (.5); prepare for same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/23	Michael B. Slade	1.00	Prepare for status conference (.3); telephone conference with J. Sussberg re status conference (.2); participate in same (.5).
01/23/23	Josh Sussberg, P.C.	1.30	Prepare for status conference (.4); telephone conference with M. Slade re status conference (.2); participate in status conference (.5); correspond with J. Dermont re same (.1); correspond with M. Sirota re same (.1).
01/24/23	Richard U. S. Howell, P.C.	2.00	Prepare for retention program hearing.
01/25/23	Isabella J. Parette	1.10	Review pleadings re matters to be heard at January 27 hearing (.3); correspond with M. Reiney, K&E team re same (.5); correspond with document services re same (.3).
01/25/23	Josh Sussberg, P.C.	0.10	Telephone conference with M. Sirota re hearing on retention programs motion.
01/26/23	Mike James Koch	0.60	Review, revise hearing agenda re retention programs motion (.5); correspond with M. Reiney re same (.1).
01/26/23	Michael B. Slade	0.40	Telephone conference with R. Howell, J. Sussberg re hearing preparation.
01/26/23	Michael B. Slade	0.40	Telephone conference with Company re hearing preparation.
01/26/23	Josh Sussberg, P.C.	0.20	Telephone conference with K&E team re hearings and status.
01/27/23	David Hackel	1.90	Research transcripts re KERPs for hearing preparation.
01/27/23	Richard U. S. Howell, P.C.	2.20	Participate in hearing re retention programs (1.8); prepare for same (.4).
01/27/23	Rob Jacobson	0.80	Telephonically attend hearing (.5); prepare for same (.3).
01/27/23	Brian Nakhaimousa	0.50	Telephonically attend hearing re retention program.
01/27/23	Christine A. Okike, P.C.	0.50	Participate in hearing re employee retention program.
01/27/23	Francis Petrie	0.40	Telephonically participate in hearing re employee retention program approval, motion to seal.
01/27/23	Margaret Reiney	0.50	Participate in hearing re employee retention program.
01/27/23	Jimmy Ryan	0.50	Telephonically attend hearing re employee retention program.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/27/23	Josh Sussberg, P.C.	1.10	Prepare for hearing re KERP disclosures (.5); participate in hearing re same (.5); correspond with M. Slade re same (.1).
01/27/23	Katie J. Welch	0.50	Telephonically participate in hearing re employee retention program.
01/27/23	Mason N. Zurek	0.50	Telephonically attend hearing re employee retention program.
01/30/23	Cade C. Boland	0.50	Attend omnibus hearing re bidding procedures and bar date.
01/30/23	Rob Jacobson	0.50	Telephonically attend hearing re bidding procedures and bar date.
01/30/23	Mike James Koch	0.50	Telephonically attend hearing re bidding procedures, bar date motions.
01/30/23	Brian Nakhaimousa	0.50	Telephonically attend hearing re bidding procedures, bar date.
01/30/23	Christine A. Okike, P.C.	0.50	Telephonically participate in hearing re bidding procedures and bar date.
01/30/23	Isabella J. Paretti	0.50	Telephonically attend January 30 hearing.
01/30/23	Francis Petrie	0.60	Participate in hearing re bidding procedures, bar date (.5); prepare for same (.1).
01/30/23	Margaret Reiney	0.70	Telephonically participate in hearing re bidding procedures and bar date (.5); prepare for same (.2).
01/30/23	Jimmy Ryan	0.50	Telephonically attend hearing re bidding procedures and bar date.
01/30/23	Michael B. Slade	0.30	Telephonically participate in court hearing re bidding procedures and bar date.
01/30/23	Mason N. Zurek	0.50	Telephonically attend hearing.
<b>Total</b>		<b>65.50</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075876**  
**Client Matter: 54119-17**

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**In the Matter of Insurance and Surety Matters**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 4,495.00

Total legal services rendered

\$ 4,495.00

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
William T. Pruitt	2.90	1,550.00	4,495.00
<b>TOTALS</b>	<b>2.90</b>		<b>\$ 4,495.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/03/23	William T. Pruitt	0.30	Analyze considerations re D&O insurance coverage for CRO (.2); correspond with C. Okike re same (.1).
01/04/23	William T. Pruitt	0.40	Analyze issues, considerations re CRO coverage under D&O policy (.1); correspond with C. Okike re same (.1); analyze issues re insurer response to claim notice (.1); correspond with executive counsel and broker re same (.1).
01/05/23	William T. Pruitt	0.30	Analyze issues re CRO appointment, related insurance coverage issues (.2); correspond with Aon re same (.1).
01/06/23	William T. Pruitt	1.20	Analyze considerations re D&O insurance coverage and notice issues (.3); telephone conference with Aon re same (.3); correspond with M. Slade re same (.2); analyze considerations re M. Rezni indemnity rights (.2); correspond with C. Okike and Aon re same (.2).
01/17/23	William T. Pruitt	0.30	Analyze legal issues re D&O insurance notice, insurer coverage positions (.2); confer with broker re same (.1).
01/27/23	William T. Pruitt	0.40	Analyze legal issues re claim submission and insurance issues (.3); correspond with Aon re same (.1).
<b>Total</b>		<b>2.90</b>	



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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075877**  
**Client Matter: 54119-18**

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**In the Matter of Disclosure Statement, Plan, Confirmation**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 9,480.50

Total legal services rendered

\$ 9,480.50

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Ziv Ben-Shahar	6.70	735.00	4,924.50
Trevor Eck	3.30	735.00	2,425.50
Julia R. Foster	0.50	480.00	240.00
Sarah R. Margolis	0.30	995.00	298.50
Mason N. Zurek	1.60	995.00	1,592.00
<b>TOTALS</b>	<b>12.40</b>		<b>\$ 9,480.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/03/23	Trevor Eck	1.40	Review, revise disclosure statement.
01/03/23	Sarah R. Margolis	0.30	Review, analyze disclosure statement (.2); correspond with T. Eck re same (.1).
01/04/23	Trevor Eck	0.60	Review, revise disclosure statement.
01/05/23	Ziv Ben-Shahar	0.50	Telephone conference with B. Nakhaimousa, S. Margolis re disclosure statement motion (.2); review disclosure motion (.3).
01/05/23	Trevor Eck	1.30	Review, revise disclosure statement.
01/10/23	Ziv Ben-Shahar	2.00	Conference with M. Zurek re exclusivity motion (.2); correspond with J. Foster re same (.1); research re same (1.7).
01/10/23	Julia R. Foster	0.50	Draft exclusivity extension motion.
01/10/23	Mason N. Zurek	0.10	Correspond with R. Jacobson, Z. Ben-Shahar re exclusivity motion.
01/25/23	Ziv Ben-Shahar	1.10	Draft exclusivity motion (.7); research, analyze issues re same (.4).
01/26/23	Ziv Ben-Shahar	1.90	Draft exclusivity motion (1.6); review plan, research issues re same (.3).
01/27/23	Ziv Ben-Shahar	1.20	Draft exclusivity motion.
01/30/23	Mason N. Zurek	0.90	Review and revise exclusivity extension motion.
01/31/23	Mason N. Zurek	0.60	Review and revise exclusivity extension motion.
<b>Total</b>		<b>12.40</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075878**  
**Client Matter: 54119-19**

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**In the Matter of International Issues**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 15,216.00

Total legal services rendered

\$ 15,216.00

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Christine A. Okike, P.C.	7.40	1,850.00	13,690.00
Francis Petrie	0.70	1,295.00	906.50
Jimmy Ryan	0.70	885.00	619.50
<b>TOTALS</b>	<b>8.80</b>		<b>\$ 15,216.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/05/23	Christine A. Okike, P.C.	1.10	Telephone conference with Walkers, Haynes and Boone re international coordination.
01/06/23	Francis Petrie	0.20	Arrange for Antigua affidavit execution.
01/06/23	Jimmy Ryan	0.70	Prepare execution version of Renzi declaration re Antigua filing.
01/11/23	Christine A. Okike, P.C.	0.70	Review JPL affidavit (.5); correspond with JPLs re same (.2).
01/12/23	Christine A. Okike, P.C.	1.00	Telephone conference with Company, JPLs, Walkers, Haynes and Boone re international key work streams.
01/13/23	Christine A. Okike, P.C.	0.20	Review JPL update on international Bermuda proceedings.
01/19/23	Christine A. Okike, P.C.	1.00	Telephone conference with Company, JPLs, Walkers, Haynes & Boone and K&E teams re international work streams.
01/23/23	Christine A. Okike, P.C.	1.20	Draft responses to JPLs diligence requests (1.0); correspond with Company re same (.2).
01/24/23	Christine A. Okike, P.C.	1.20	Analyze committee and ad hoc group claims re JPL questions.
01/26/23	Christine A. Okike, P.C.	1.00	Telephone conference with Company, Walkers, BRG, Haynes and Boone re International key work streams.
01/30/23	Francis Petrie	0.50	Correspond with T. Walper re expert testimony.
<b>Total</b>		<b>8.80</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075879**  
**Client Matter: 54119-20**

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**In the Matter of K&E Retention and Fee Matters**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 145,904.50

Total legal services rendered

\$ 145,904.50

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Ziv Ben-Shahar	7.60	735.00	5,586.00
Trevor Eck	22.50	735.00	16,537.50
Susan D. Golden	6.00	1,475.00	8,850.00
David Hackel	12.50	735.00	9,187.50
Rob Jacobson	27.30	1,155.00	31,531.50
Mike James Koch	9.40	735.00	6,909.00
Sarah R. Margolis	5.80	995.00	5,771.00
Brian Nakhaimousa	26.90	995.00	26,765.50
Christine A. Okike, P.C.	1.70	1,850.00	3,145.00
Isabella J. Paretti	10.20	735.00	7,497.00
Francis Petrie	7.50	1,295.00	9,712.50
Margaret Reiney	1.90	1,155.00	2,194.50
Jimmy Ryan	2.30	885.00	2,035.50
Josh Sussberg, P.C.	0.60	2,045.00	1,227.00
Mason N. Zurek	9.00	995.00	8,955.00
<b>TOTALS</b>	<b>151.20</b>		<b>\$ 145,904.50</b>



**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/03/23	Mike James Koch	4.40	Review, analyze potential parties in interest list re retention considerations (1.8); revise same (2.6).
01/04/23	Mike James Koch	2.20	Review, revise potential parties in interest list re retention considerations (1.9); correspond with R. Jacobson, F. Petrie re same (.3).
01/05/23	Trevor Eck	0.90	Research local rules re monthly fee statement deadlines (.8); correspond with B. Nakhaimousa re same (.1).
01/05/23	Rob Jacobson	0.60	Review, analyze timing, issues re invoice review (.3); correspond with F. Petrie, M. Reiney, K&E team re same (.3).
01/05/23	Rob Jacobson	0.40	Correspond with B. Nakhaimousa, K&E team re December invoice.
01/05/23	Mike James Koch	0.30	Review, revise potential parties in interest list re retention, considerations.
01/06/23	Trevor Eck	7.00	Draft K&E retention responses re U.S. Trustee comments (3.9); research re same (2.8); review, analyze precedent re same (.3).
01/06/23	Susan D. Golden	2.00	Review U.S. Trustee comments to K&E retention application and order (1.0); correspond with F. Petrie and K&E team re initial responses to same (1.0).
01/06/23	David Hackel	0.40	Review, analyze invoice review and billing procedures.
01/06/23	Sarah R. Margolis	0.80	Draft invoice review presentation, chart and summary (.4); review, analyze invoices (.2); correspond with B. Nakhaimousa, NDA team re same (.2).
01/06/23	Brian Nakhaimousa	0.60	Correspond with T. Eck, R. Jacobson re U.S. Trustee comments re K&E retention application.
01/06/23	Francis Petrie	1.00	Review U.S. Trustee comments to K&E retention (.4); correspond with S. Golden and K&E team re same (.6).
01/06/23	Mason N. Zurek	0.10	Correspond with S. Margolis, K&E team re invoice review, confidentiality and privilege issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/07/23	Trevor Eck	4.40	Review, revise response re U.S. Trustee comments to retention declaration (1.8); draft priority item list re same (.5); draft response re U.S. Trustee proposed K&E retention order (2.1).
01/07/23	Susan D. Golden	0.50	Correspond with F. Petrie and K&E team re U.S. Trustee comments to K&E retention order (.2); review precedent K&E retention orders re similar requests (.3).
01/07/23	Brian Nakhaimousa	1.10	Review, revise responses re U.S. Trustee re K&E retention.
01/08/23	Brian Nakhaimousa	1.40	Review, revise responses re K&E retention re U.S. Trustee.
01/09/23	Ziv Ben-Shahar	3.10	Review, revise K&E invoice for privilege and confidentiality issues.
01/09/23	Ziv Ben-Shahar	0.40	Telephone conference with S. Margolis, K&E team re invoice review, confidentiality and privilege issues.
01/09/23	Trevor Eck	3.10	Telephone conference with S. Margolis, K&E team re invoice review, confidentiality and privilege issues (.4); review, revise replies to U.S. Trustee comments re K&E retention application (1.5); research conflicts re same (1.2).
01/09/23	David Hackel	4.60	Telephone conference with S. Margolis, K&E team re invoice review, confidentiality and privilege issues (.4); review, revise K&E invoices re same (4.2).
01/09/23	Rob Jacobson	1.90	Review, comment on responses to U.S. Trustee re K&E retention application (.7); review, analyze issues re same (.8); correspond with B. Nakhaimousa, K&E team re same (.4).
01/09/23	Rob Jacobson	1.10	Correspond with M. Reiney, K&E team re invoice review for confidentiality, privilege issues.
01/09/23	Mike James Koch	0.40	Telephone conference with S. Margolis, K&E team re invoice review, confidentiality and privilege matters (.3); review, revise parties in interest list re supplemental disclosure considerations (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/09/23	Sarah R. Margolis	1.30	Telephone conference with B. Nakhaimousa, K&E team re invoice review (.5); review, analyze precedent re same (.3); correspond with R. Jacobson re same (.1); correspond with D. Hackel re same (.1); correspond with M. Koch, K&E team re same (.3).
01/09/23	Brian Nakhaimousa	0.40	Telephone conference with S. Margolis, K&E team re confidentiality concerns re K&E invoices.
01/09/23	Brian Nakhaimousa	0.70	Correspond with F. Petrie, K&E team re U.S. Trustee responses re K&E retention (.4); review, revise responses (.3).
01/09/23	Jimmy Ryan	0.40	Telephone conference with S. Margolis, K&E team re K&E invoice review, privilege and confidentiality issues.
01/09/23	Mason N. Zurek	0.40	Draft and revise supplemental declaration re K&E retention.
01/09/23	Mason N. Zurek	0.50	Telephone conference with S. Margolis, K&E team re invoice review re privilege and confidentiality.
01/10/23	Ziv Ben-Shahar	0.60	Review, revise K&E fee statement for privilege, confidentiality issues.
01/10/23	Trevor Eck	2.80	Review, revise response to U.S. Trustee comments re K&E retention application (1.2); correspond with B. Nakhaimousa re same (.3); review, revise K&E invoice re privilege, confidentiality (1.3).
01/10/23	Susan D. Golden	1.90	Review, analyze proposed responses to U.S. Trustee requests for supplemental disclosures re K&E retention application and proposed revisions to K&E retention order (.9); correspond with F. Petrie and B. Nakhaimousa re same (.3); follow-up telephone conference with F. Petrie re same (.3); review U.S. Trustee objection to motion to seal re K&E retention application (.4).
01/10/23	David Hackel	3.10	Review, revise declarations re K&E retentions (2.2); correspond with M. Zurek, K&E team re same (.6); research re same (.3).
01/10/23	Sarah R. Margolis	0.20	Review interim compensation procedures (.1); correspond with R. Jacobson re K&E invoices (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/10/23	Brian Nakhaimousa	1.20	Review, revise responses re K&E retention re U.S. Trustee questions (.9); correspond with T. Eck, R. Jacobson, S. Golden, M. Zurek re same (.3).
01/10/23	Mason N. Zurek	1.80	Correspond with D. Hackel, B. Nakhaimousa, R. Jacobson re supplemental declarations (.6); review and revise same (1.2).
01/11/23	Ziv Ben-Shahar	3.50	Review, revise K&E fee statement for privilege, confidentiality.
01/11/23	Trevor Eck	3.10	Review, analyze K&E invoice re privilege, confidentiality (1.6); review, revise responses to U.S. Trustee comments re K&E retention application (1.5).
01/11/23	Susan D. Golden	1.10	Correspond with J. Sussberg re response to U.S. Trustee comments on K&E retention application (.4); telephone conference with B. Nakhaimousa re same (.3); review revised response to U.S. Trustee re comments to K&E retention application (.4).
01/11/23	David Hackel	0.30	Correspond with B. Nakhaimousa, K&E team re declarations in support of K&E retention (.1); research re same (.2).
01/11/23	Rob Jacobson	1.60	Review, comment on U.S. Trustee comments to K&E retention order (.9); telephone conference with B. Nakhaimousa re same (.4); review, analyze issues re same (.3).
01/11/23	Mike James Koch	1.90	Review and revise K&E invoice re confidentiality and privilege issues (1.8); correspond with S. Margolis, B. Nakhaimousa re same (.1).
01/11/23	Sarah R. Margolis	0.40	Correspond with R. Jacobson re K&E retention matters (.1); correspond with I. Paretti, K&E team re same (.2); review, revise K&E invoice for privilege, confidentiality (.1).
01/11/23	Brian Nakhaimousa	3.70	Review, revise responses re U.S. Trustee re retention application (3.0); correspond with R. Jacobson, K&E team re same (.7).
01/11/23	Isabella J. Paretti	7.50	Review K&E invoices re privilege, confidentiality considerations (3.5); revise invoices re same (4.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/11/23	Josh Sussberg, P.C.	0.30	Review response to U.S. Trustee questions re K&E retention (.2); correspond with S. Golden re same (.1).
01/11/23	Mason N. Zurek	0.80	Draft declaration in support of K&E retention (.6); correspond with R. Jacobson, K&E team re same (.2).
01/12/23	Brian Nakhaimousa	3.00	Correspond with R. Jacobson, K&E team re U.S. Trustee responses to K&E retention (.4); telephone conference with Cole Schotz re U.S. Trustee responses re retention (.5); review, revise responses re U.S. Trustee (2.1).
01/12/23	Isabella J. Paretti	0.30	Correspond with B. Nakhaimousa, K&E team re K&E invoices.
01/12/23	Mason N. Zurek	0.20	Correspond with R. Jacobson re motion to seal portions of retention application.
01/13/23	Mike James Koch	0.20	Review, analyze issues re conflicts considerations (.1); correspond with F. Petrie re same (.1).
01/13/23	Sarah R. Margolis	0.40	Review, revise K&E invoice for privilege, confidentiality.
01/14/23	Sarah R. Margolis	2.50	Review, revise K&E invoice for privilege and confidentiality.
01/14/23	Brian Nakhaimousa	1.80	Review, revise K&E invoice re confidentiality.
01/15/23	Brian Nakhaimousa	0.90	Review, revise responses re K&E retention application (.8); correspond with F. Petrie re same (.1).
01/15/23	Jimmy Ryan	1.90	Review, revise invoice re confidentiality, privilege.
01/15/23	Mason N. Zurek	1.40	Review, revise K&E invoice for privilege, confidentiality.
01/16/23	Rob Jacobson	1.20	Review, comment on U.S. Trustee responses to K&E retention application.
01/17/23	Brian Nakhaimousa	1.40	Conference with M. Chan re K&E retention considerations (.5); correspond with M. Chan re same (.2); review revise U.S. Trustee responses re K&E retention re same (.7).
01/19/23	Brian Nakhaimousa	0.80	Review, revise responses re U.S. Trustee re K&E retention.
01/20/23	Susan D. Golden	0.50	Correspond with B. Nakhaimousa re K&E retention response to U.S. Trustee.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/22/23	Rob Jacobson	0.60	Telephone conference with B. Nakhaimousa re K&E retention responses to U.S. Trustee (.3); review, analyze issues re same (.3).
01/22/23	Rob Jacobson	5.50	Review, revise K&E invoice re privilege, confidentiality issues.
01/22/23	Brian Nakhaimousa	1.30	Review, revise responses re U.S. Trustee re K&E retention (1.1); correspond with F. Petrie, R. Jacobson re same (.2).
01/22/23	Francis Petrie	0.40	Draft responses to U.S. Trustee re K&E retention open issues.
01/23/23	Trevor Eck	0.30	Review, revise response to U.S. Trustee comments re K&E retention application.
01/23/23	Rob Jacobson	2.40	Review, revise K&E invoice re privilege, confidentiality issues.
01/23/23	Brian Nakhaimousa	0.90	Review, revise responses re U.S. Trustee inquiries re Kirkland retention application (.8); correspond with R. Jacobson, K&E team re same (.1).
01/23/23	Isabella J. Paretti	1.70	Review, revise order re K&E retention (1.3); conference with B. Nakhaimousa re same (.4).
01/23/23	Margaret Reiney	1.90	Review and revise invoice re confidentiality, privilege matters.
01/23/23	Mason N. Zurek	0.10	Correspond with B. Nakhaimousa, K&E team re K&E retention matters.
01/24/23	Rob Jacobson	0.70	Review, revise K&E invoice re privilege, confidentiality.
01/24/23	Sarah R. Margolis	0.20	Correspond with F. Petrie, R. Jacobson re invoices, fee statement.
01/24/23	Brian Nakhaimousa	0.70	Review, revise K&E retention order (.5); correspond with I. Paretti re same (.2).
01/24/23	Isabella J. Paretti	0.70	Review, revise order re K&E retention (.5); correspond with B. Nakhaimousa re same (.2).
01/24/23	Josh Sussberg, P.C.	0.20	Review response to U.S. Trustee questions on retention.
01/25/23	Rob Jacobson	0.70	Review, analyze U.S. Trustee requests re K&E retention.
01/26/23	Trevor Eck	0.90	Research precedent re U.S. Trustee requests re K&E retention.
01/26/23	David Hackel	4.10	Research re supplemental declarations (1.4); correspond with T. Eck, M. Zurek, K&E team re same (.3); review, revise same (2.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Rob Jacobson	3.60	Prepare for telephone conference with U.S. Trustee re K&E retention (1.2); review, analyze proposed order, responses re same (.9); conference with B. Nakhaimousa re same (.3); correspond with F. Petrie, C. Okike re issues list (.3); telephone conference with same, U.S. Trustee re K&E retention (.4); prepare for same (.2); correspond with U.S. Trustee re same (.3).
01/26/23	Brian Nakhaimousa	6.60	Review, analyze U.S. Trustee responses re K&E retention (.4); review, analyze precedent re same (1.4); correspond with F. Petrie, K&E team re same (.3); office conferences with R. Jacobson, F. Petrie re same (.3); correspond with U.S. Trustee re same (.5); prepare responses to same (1.1); conference with U.S. Trustee, F. Petrie, K&E team re same (.5); review, revise K&E retention order re same (.7); review, revise supplemental Sussberg declaration (1.2); conference with M. Zurek re same (.2).
01/26/23	Christine A. Okike, P.C.	1.40	Review U.S. Trustee questions re K&E retention (.3); review responses re same (.7); telephone conference with U.S. Trustee, R. Jacobson and K&E team re same (.4).
01/26/23	Francis Petrie	4.80	Correspond with R. Jacobson, K&E team re U.S. Trustee retention issues (.3); conference with same re same (.3); revise materials re K&E retention objection (1.7); review precedent re same (.6); telephone conference with U.S. Trustee team re same (.5); draft correspondence re resolution (1.4).
01/26/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re K&E retention.
01/26/23	Mason N. Zurek	2.00	Correspond with R. Jacobson, B. Nakhaimousa re declarations in support of K&E retention (.6); review and revise same (1.2); telephone conference with B. Nakhaimousa re same (.2).
01/27/23	Rob Jacobson	1.20	Review, comment on revised K&E retention order (.9); conference with B. Nakhaimousa re same (.3).
01/27/23	Brian Nakhaimousa	0.10	Correspond with R. Jacobson re revised order re K&E retention.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/27/23	Christine A. Okike, P.C.	0.30	Review responses to U.S. Trustee's questions re K&E retention.
01/27/23	Francis Petrie	0.80	Finalize responses re U.S. Trustee objection.
01/29/23	Rob Jacobson	2.20	Review, comment on Z. Prince and J. Sussberg declarations in support of K&E retention (1.9); correspond with M. Zurek, B. Nakhaimousa re same (.3).
01/29/23	Brian Nakhaimousa	0.30	Correspond with M. Zurek, R. Jacobson re K&E retention issues.
01/29/23	Mason N. Zurek	1.40	Correspond with R. Jacobson, B. Nakhaimousa re K&E retention, declarations in support (.3); review and revise same (1.1).
01/30/23	Rob Jacobson	2.60	Review, revise declaration in support of K&E retention (2.5); correspond with M. Zurek, K&E team re same (.1).
01/30/23	Francis Petrie	0.50	Review supplemental declarations.
01/30/23	Mason N. Zurek	0.30	Review and revise supplemental declarations in support of K&E retention (.2); correspond with R. Jacobson, K&E team re same (.1).
01/31/23	Rob Jacobson	1.00	Review, analyze declarations, order re K&E retention.
<b>Total</b>		<b>151.20</b>	



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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075880**  
**Client Matter: 54119-21**

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**In the Matter of Non-K&E Retention and Fee Matters**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 226,607.00

Total legal services rendered

\$ 226,607.00

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Bill Arnault, P.C.	27.00	1,595.00	43,065.00
Ziv Ben-Shahar	0.90	735.00	661.50
Cade C. Boland	6.80	985.00	6,698.00
Trevor Eck	12.30	735.00	9,040.50
Julia R. Foster	0.70	480.00	336.00
Susan D. Golden	0.70	1,475.00	1,032.50
David Hackel	3.40	735.00	2,499.00
Richard U. S. Howell, P.C.	1.30	1,620.00	2,106.00
Rob Jacobson	26.50	1,155.00	30,607.50
Mike James Koch	28.10	735.00	20,653.50
Brian Nakhaimousa	8.80	995.00	8,756.00
Christine A. Okike, P.C.	8.80	1,850.00	16,280.00
Isabella J. Paretti	1.90	735.00	1,396.50
Francis Petrie	22.40	1,295.00	29,008.00
Margaret Reiney	0.70	1,155.00	808.50
Jimmy Ryan	2.40	885.00	2,124.00
Michael B. Slade	7.70	1,855.00	14,283.50
Josh Sussberg, P.C.	2.50	2,045.00	5,112.50
Mason N. Zurek	32.30	995.00	32,138.50
<b>TOTALS</b>	<b>195.20</b>		<b>\$ 226,607.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/03/23	Michael B. Slade	0.80	Correspond with M. Renzi re BRG retention (.1); review pleading re same (.5); telephone conference with M. Renzi re same (.2).
01/05/23	Susan D. Golden	0.70	Review, analyze U.S. Trustee comments to Kroll retention application and order (.4); correspond with S. Weiner re same (.3).
01/06/23	Trevor Eck	0.30	Research precedent re tax advisor retention application.
01/06/23	Julia R. Foster	0.70	Draft tax advisor retention application.
01/06/23	Rob Jacobson	0.90	Review, analyze issues re Moelis, BRG retention, U.S. Trustee comments (.4); correspond with B. Nakhaimousa, M. Zurek re same (.2); correspond with Moelis, BRG teams re same (.3).
01/06/23	Mason N. Zurek	1.00	Correspond with F. Petrie, R. Jacobson, K&E team re U.S. Trustee comments to Moelis retention (.2); review and revise retention order re same (.8).
01/07/23	Francis Petrie	1.00	Telephone conference with R. Jacobson, K&E, Cole Schotz, Haynes and Boone teams re retention issues and responses (.6); review, analyze markup and correspondence re same (.4).
01/07/23	Mason N. Zurek	1.50	Review and analyze U.S. Trustee comments to Moelis retention (.6); draft and revise order re same (.6); review precedent re same (.2); correspond with M. Koch re same (.1).
01/08/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re objection deadline to Moelis retention application.
01/08/23	Mason N. Zurek	0.20	Review and analyze U.S. Trustee comments re Moelis retention (.1); correspond with M. Koch, R. Jacobson, F. Petrie re same (.1).
01/09/23	Christine A. Okike, P.C.	0.20	Telephone conference with Company and BRG re CRO role.
01/09/23	Margaret Reiney	0.70	Review, revise retention Moelis application.
01/09/23	Jimmy Ryan	0.10	Correspond with T. Eck, K&E team re tax advisor retention matters.
01/09/23	Josh Sussberg, P.C.	0.10	Correspond re Moelis objection deadline and retention.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/10/23	Trevor Eck	0.20	Correspond with J. Ryan re tax advisor retention application.
01/10/23	Christine A. Okike, P.C.	0.30	Telephone conference with Moelis re Moelis retention.
01/10/23	Francis Petrie	0.70	Correspond with Cole Schotz team team, U.S. Trustee re objection deadlines, retention applications.
01/10/23	Jimmy Ryan	0.20	Office conference with T. Eck re tax advisor retention application.
01/10/23	Josh Sussberg, P.C.	0.30	Correspond with UCC re Moelis retention and compensation re same.
01/11/23	Trevor Eck	5.30	Review, analyze precedent re tax advisor retention application (.8); research re same (1.3); draft re same (3.2).
01/11/23	Mike James Koch	0.50	Review, revise pleadings re Moelis retention (.4); correspond with M. Zurek re same (.1).
01/11/23	Jimmy Ryan	2.10	Correspond with T. Eck, K&E team re tax advisor retention application. (.4); office conference with T. Eck re same (.2); review, revise same (1.5).
01/11/23	Josh Sussberg, P.C.	0.30	Correspond re Moelis retention and UCC objections to same.
01/11/23	Mason N. Zurek	0.20	Review, analyze U.S. Trustee comments to Moelis retention order.
01/12/23	Trevor Eck	1.00	Draft tax advisor retention application.
01/12/23	Mike James Koch	0.20	Review, analyze issues re Moelis retention pleadings (.1); correspond with M. Zurek, B. Nakhaimousa re same (.1).
01/12/23	Josh Sussberg, P.C.	0.20	Correspond and telephone conference with Moelis re Moelis retention.
01/12/23	Mason N. Zurek	0.80	Review and revise Moelis retention order (.7); correspond with M. Koch re same (.1).
01/13/23	Rob Jacobson	1.20	Review, analyze Moelis comments to retention order, supplemental declaration (.8); review, analyze issues re same (.4).
01/13/23	Mike James Koch	1.50	Review, analyze U.S. Trustee comments, documents re professional retention considerations (1.3); correspond with F. Petrie, K&E team re same (.2).
01/13/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re UCC Moelis objection and next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/13/23	Mason N. Zurek	1.80	Correspond with R. Jacobson, K&E team re responses to Moelis retention order (.5); review, revise same (1.3).
01/14/23	Rob Jacobson	1.70	Review, revise Moelis documents, declaration for U.S. Trustee (1.2); review, analyze materials re same (.4); correspond with M. Zurek re same (.1).
01/14/23	Christine A. Okike, P.C.	0.50	Review, analyze Moelis retention issues.
01/14/23	Josh Sussberg, P.C.	0.10	Correspond with K&E team re Moelis retention.
01/14/23	Mason N. Zurek	1.80	Review and analyze U.S. Trustee responses to Moelis retention order (.9); review and revise Moelis retention order (.7); correspond with R. Jacobson, M. Reiney, K&E team re same (.2).
01/15/23	Mason N. Zurek	0.40	Correspond with F. Petrie, R. Jacobson, K&E team re Moelis retention order (.1); review and revise same (.3).
01/16/23	Francis Petrie	0.80	Review, analyze responses re Moelis retention questions (.5); correspond with R. Jacobson, K&E team re same (.3).
01/16/23	Mason N. Zurek	0.30	Correspond with R. Jacobson, F. Petrie, K&E team, Moelis team re Moelis retention order (.1); review and revise same (.2).
01/18/23	Mason N. Zurek	0.10	Correspond with R. Jacobson, M. Koch, Moelis team re Moelis retention order.
01/19/23	Rob Jacobson	1.30	Review, analyze Moelis retention order re U.S. Trustee comments (.6); correspond with M. Zurek re same (.2); review, analyze precedent re same (.5).
01/19/23	Christine A. Okike, P.C.	0.80	Telephone conference with Moelis, F. Petrie, K&E teams re UCC objection to Moelis retention.
01/19/23	Francis Petrie	0.90	Review, analyze Moelis retention support (.7); correspond with C. Okike, K&E team, Moelis team re Moelis objection (.2).
01/19/23	Josh Sussberg, P.C.	0.30	Telephone conference with M. Slade and Moelis re retention.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/19/23	Mason N. Zurek	3.50	Review, analyze UCC objection to Moelis retention (.4); correspond with R. Jacobson, M. Koch, K&E team re same (.1); review and revise Moelis retention order (1.3); review and comment on Moelis responses to U.S. Trustee inquiries (.6); review and comment on supplemental declaration re Moelis retention (.6); correspond with R. Jacobson, M. Koch, Cole Schotz team re Moelis retention (.5).
01/20/23	Mike James Koch	1.50	Draft Moelis retention reply.
01/20/23	Brian Nakhaimousa	1.30	Conference with BRG re retention (.9); correspond with R. Jacobson re same (.2); conference with R. Jacobson re same (.2).
01/20/23	Mason N. Zurek	0.30	Correspond with R. Jacobson, F. Petrie, K&E team re Moelis retention objection (.1); review, analyze documents re same (.2).
01/21/23	Cade C. Boland	0.40	Review documents re Moelis objection.
01/21/23	Rob Jacobson	1.90	Review, analyze UCC objection to Moelis retention application (.9); review, analyze issues re same (.7); correspond with M. Zurek, M. Koch re same (.3).
01/21/23	Rob Jacobson	4.10	Review, comment on reply in support of Moelis retention (2.4); review, analyze diligence re same (1.2); review, analyze UCC objection re same (.5).
01/21/23	Mike James Koch	8.70	Draft Moelis retention application reply (.4); correspond with R. Jacobson, M. Reiney re same (.1); correspond with M. Slade, K&E team re Moelis retention (.1); draft reply brief re Moelis retention application (4.0); correspond with M. Zurek re same (.1); review, revise re same (3.1); draft supplemental declaration re same (.9).
01/21/23	Christine A. Okike, P.C.	0.80	Review, analyze UCC objection to Moelis retention (.5); correspond with Moelis re same (.3).
01/21/23	Mason N. Zurek	3.50	Correspond with M. Koch, R. Jacobson re Moelis retention objection reply (1.1); review and revise outline to same (.4); review and revise Moelis retention objection reply (1.6); review and revise declaration re same (.4).
01/22/23	Bill Arnault, P.C.	2.20	Review, analyze Moelis retention application (1.7); prepare for deposition re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/22/23	Cade C. Boland	1.20	Review supporting documents re Moelis objection.
01/22/23	Rob Jacobson	1.20	Review, analyze U.S. Trustee responses to Moelis retention order (.6); review, analyze issues re same (.3); correspond with F. Petrie, M. Zurek, K&E team re same (.3).
01/22/23	Rob Jacobson	4.00	Review, revise reply in support of Moelis retention application, related declaration (2.1); review, analyze diligence re same (.6); review, revise reply, declaration re same (.8); correspond with F. Petrie, K&E team re same (.5).
01/22/23	Mike James Koch	5.70	Review, revise reply brief re Moelis retention (3.6); correspond with F. Petrie, K&E team re same (.2); review, revise supplemental declaration re same (1.7); correspond with F. Petrie, K&E team re same (.2).
01/22/23	Brian Nakhaimousa	0.40	Correspond with F. Petrie, R. Jacobson re U.S. Trustee re BRG retention.
01/22/23	Christine A. Okike, P.C.	0.60	Review, analyze Moelis fee structure.
01/22/23	Isabella J. Parette	0.90	Research re retention-related deposition and hearing transcripts (.8); correspond with R. Jacobson re same (.1).
01/22/23	Mason N. Zurek	3.00	Review and revise Moelis objection reply (1.1); correspond with R. Jacobson, M. Koch re same (.8); review, analyze documents re same (.6); review and revise declaration re same (.5).
01/23/23	Bill Arnault, P.C.	9.70	Review and revise reply in support of Moelis retention application and supporting declaration (.7); telephone conference with F. Petrie, K&E team re same (.3); telephone conference with C. Boland re same (.2); prepare for deposition with Moelis (4.3); review, analyze pleadings, background materials and UCC declaration re same (4.2).
01/23/23	Cade C. Boland	2.10	Review supporting documentation re Moelis retention (1.6); conference with B. Arnault re objection and preparation re same (.4); conference with B. Arnault and M. Guzaitis re same (.1).
01/23/23	Richard U. S. Howell, P.C.	0.50	Review supporting documentation re Moelis retention motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/23	Rob Jacobson	1.20	Review, analyze Moelis materials re reply (.7); correspond with C. Boland, K&E team re Moelis reply, related issues (.5).
01/23/23	Mike James Koch	1.70	Draft report re Moelis retention (.2); correspond with M. Zurek, R. Jacobson re same (.1); conference with F. Petrie, K&E team re same (.5); research, analyze considerations re U.S. Trustee comments re same (.9).
01/23/23	Brian Nakhaimousa	0.10	Correspond with Haynes and Boone team re Haynes and Boone retention application.
01/23/23	Brian Nakhaimousa	0.40	Conference with B. Arnault, K&E team re Moelis retention (.3); correspond with same re same (.1).
01/23/23	Brian Nakhaimousa	0.30	Correspond with BRG, R. Jacobson re U.S. Trustee responses to BRG retention application.
01/23/23	Christine A. Okike, P.C.	0.30	Review, analyze Moelis retention issues.
01/23/23	Christine A. Okike, P.C.	0.50	Review, analyze UCC objection re Moelis retention.
01/23/23	Isabella J. Paretti	0.80	Correspond with J. Foster re hearing and deposition transcripts re Moelis retention (.5); research re same (.3).
01/23/23	Francis Petrie	4.70	Review and revise Moelis reply to UCC objection, related declaration, reply (2.1); telephone conference with B. Arnault re background and progress re same (.7); draft and revise Renzi declaration (1.9).
01/23/23	Mason N. Zurek	2.00	Telephone conference with B. Arnault, K&E team re Moelis retention litigation (.2); correspond with M. Koch, B. Nakhaimousa, R. Jacobson, F. Petrie re Moelis retention, declarations (1.1); review and revise declaration in support of Moelis retention (.7).
01/24/23	Bill Arnault, P.C.	10.20	Participate in deposition preparation session with J. Dermont re Moelis retention (1.1); prepare for same by reviewing pleadings, outlining cross points (2.4); draft deposition preparation outline (3.4); review and revise reply in support of retention motion, declarations, corresponding exhibits (3.3).



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/24/23	Cade C. Boland	1.40	Participate in deposition preparation session re Moelis challenge with B. Arnault and Moelis team (1.0); review material in preparation for Moelis deposition (.4).
01/24/23	Rob Jacobson	8.60	Review, comment on Moelis reply, Dermont declaration (3.9); correspond with M. Zurek, M. Koch, M. Slade, K&E team re same (.6); review, comment on Renzi declaration (1.9); conference with BRG team re same (.5); correspond with BRG team re same (.2); correspond with Company, F. Petrie, K&E team, Cole Schotz team re filing of reply (.3); review, revise reply, declarations (1.2).
01/24/23	Mike James Koch	6.90	Draft, revise declaration re Moelis retention reply (1.2); correspond with F. Petrie, R. Jacobson re same (.1); research precedent re same (5.3); correspond with F. Petrie, K&E team re same (.3).
01/24/23	Christine A. Okike, P.C.	4.20	Review and revise reply to objections to Moelis retention (1.7); review and revise Dermont declaration in support of Moelis retention (1.2); review and revise Renzi declaration in support of Moelis retention (1.3).
01/24/23	Francis Petrie	9.60	Review and revise Moelis reply to UCC objection (3.0); review and revise Dermont declaration (3.4); review and revise Renzi declaration (1.9); correspond with M. Zurek, K&E team, Moelis team re same (1.3).
01/24/23	Michael B. Slade	2.80	Revise reply brief re Moelis retention (1.1); review, revise declaration re same (1.6); correspond with R. Jacobson, K&E team re same (.1).
01/24/23	Josh Sussberg, P.C.	0.60	Correspond with F. Petrie, K&E team re Moelis reply and declaration (.1); draft correspondence re Moelis fees to UCC (.3); correspond re M. Meghji declaration (.2).
01/24/23	Mason N. Zurek	10.70	Review and revise reply re Moelis retention (2.7); review and revise declarations re same (2.9); correspond with C. Okike, F. Petrie, M. Slade, R. Jacobson, K&E team re same (4.0); telephone conference with R. Jacobson re same (.1); telephone conferences with R. Jacobson, BRG team re same (.2); prepare same for filing (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/25/23	Bill Arnault, P.C.	4.90	Participate in deposition preparation with M. Renzi re Moelis declaration (.9); prepare for same (2.9); review and revise Renzi declaration (1.1)
01/25/23	Ziv Ben-Shahar	0.90	Research BRG retention precedent (.5); draft motion language re same (.3); correspond with B. Nakhaimousa re same (.1).
01/25/23	Cade C. Boland	1.70	Review Moelis objection (.7); participate in deposition prep telephone conference with B. Arnault and M. Renzi (1.0).
01/25/23	Mike James Koch	1.40	Review, revise Moelis retention reply (1.2); correspond with M. Zurek, R. Jacobson re same (.2).
01/25/23	Brian Nakhaimousa	0.90	Prepare support re Moelis depositions (.6); correspond with I. Paretti, M. Reiney re same (.3).
01/25/23	Brian Nakhaimousa	1.80	Review, comment on BRG responses re U.S. Trustee re BRG retention (.9); review, analyze precedent retention orders re same (.6); correspond with BRG, Cole Schotz, Z. Ben-Shahar, K&E team re same (.3).
01/25/23	Christine A. Okike, P.C.	0.60	Review, analyze Moelis fee structure.
01/25/23	Isabella J. Paretti	0.20	Correspond with B. Nakhaimousa, M. Koch re publication and order notices re retention applications.
01/25/23	Francis Petrie	4.70	Telephone conference with BRG re Renzi declaration (.5); review and revise same (.7); prepare for filing re same (.4); correspond with Company re same (.4); participate in deposition preparation with B. Arnault, M. Renzi (1.0); research re same (.8); correspond with B. Arnault, K&E team re same (.5); correspond with M. Zurek re deposition preparation and timing (.4).
01/25/23	Michael B. Slade	4.10	Prepare for deposition of M. Meghji.
01/25/23	Josh Sussberg, P.C.	0.30	Conference with J. Dermot re Moelis settlement.
01/25/23	Mason N. Zurek	1.00	Correspond with F. Petrie, R. Jacobson re declaration in support of Moelis retention (.6); correspond with Cole Schotz, Kroll teams re service of Moelis retention documents (.4).
01/26/23	Richard U. S. Howell, P.C.	0.60	Review, analyze supporting documentation re Moelis retention motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Mason N. Zurek	0.10	Correspond with Moelis, F. Petrie re Moelis retention timing.
01/27/23	Brian Nakhaimousa	0.30	Review, analyze U.S. Trustee comments re BRG retention application (.2); correspond with BRG re same (.1).
01/28/23	Trevor Eck	2.20	Draft supplemental declaration re BRG retention (2.1); correspond with B. Nakhaimousa re same (.1).
01/28/23	Rob Jacobson	0.40	Conference with B. Nakhaimousa re BRG retention, next steps.
01/28/23	Brian Nakhaimousa	1.40	Review, analyze issues re U.S. Trustee responses re BRG retention (.9); correspond with BRG re same (.1); review, revise BRG supplemental declaration (.4).
01/30/23	Trevor Eck	3.10	Draft supplemental declaration re BRG retention (1.7); research precedent re U.S. Trustee comments re BRG retention (.9); telephone conference with B. Nakhaimousa, K&E team, BRG re same (.5).
01/30/23	David Hackel	3.40	Research re BRG retention (3.1); correspond with T. Eck re same (.3).
01/30/23	Richard U. S. Howell, P.C.	0.20	Review supporting documentation re Moelis retention.
01/30/23	Brian Nakhaimousa	1.40	Conference with R. Jacobson, BRG re BRG retention application (.5); correspond with R. Jacobson, T. Eck re same (.3); review, revise supplemental BRG declaration re same (.5); correspond with T. Eck re same (.1).
01/30/23	Mason N. Zurek	0.10	Correspond with Moelis, T. Eck, K&E team re Moelis retention.
01/31/23	Trevor Eck	0.20	Review, analyze precedent re BRG supplemental retention declaration.
01/31/23	Brian Nakhaimousa	0.50	Correspond with T. Eck, K&E team re BRG retention, Deloitte retention.
01/31/23	Josh Sussberg, P.C.	0.10	Correspond re UCC fee statements.
<b>Total</b>		<b>195.20</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075881**  
**Client Matter: 54119-22**

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**In the Matter of Tax Matters**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 15,964.50

Total legal services rendered

\$ 15,964.50

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Steven M. Cantor	3.10	1,455.00	4,510.50
Susan D. Golden	0.50	1,475.00	737.50
Katherine Karnosh	0.60	935.00	561.00
Mike James Koch	0.40	735.00	294.00
Brian Nakhaimousa	0.70	995.00	696.50
Christine A. Okike, P.C.	0.50	1,850.00	925.00
Francis Petrie	0.80	1,295.00	1,036.00
Jimmy Ryan	2.60	885.00	2,301.00
Anthony Vincenzo Sexton, P.C.	2.80	1,680.00	4,704.00
Mason N. Zurek	0.20	995.00	199.00
<b>TOTALS</b>	<b>12.20</b>		<b>\$ 15,964.50</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/02/23	Anthony Vincenzo Sexton, P.C.	0.20	Review, analyze customer tax correspondence.
01/03/23	Francis Petrie	0.80	Telephone conferences with A. Sexton re tax considerations (.5); correspond with Company re tax workstream and diligence (.3).
01/03/23	Anthony Vincenzo Sexton, P.C.	0.40	Correspond with F. Petrie, K&E team re tax modeling and related diligence (.2); review, analyze APA (.2).
01/04/23	Steven M. Cantor	0.50	Review, analyze asset purchase agreement re tax considerations (.3); correspond with K. Karnosh re same (.2).
01/04/23	Brian Nakhaimousa	0.20	Correspond with Company re tax matters.
01/04/23	Anthony Vincenzo Sexton, P.C.	0.20	Telephone conference with S. Cantor, K&E team re deal status and related tax matters.
01/05/23	Steven M. Cantor	0.40	Telephone conference with Company re tax matters.
01/05/23	Katherine Karnosh	0.40	Telephone conference with A. Sexton, S. Cantor, K&E team, Company, Deloitte re tax workstreams and related matters.
01/05/23	Anthony Vincenzo Sexton, P.C.	0.40	Telephone conference with Company and Deloitte re tax analysis.
01/06/23	Steven M. Cantor	2.00	Review, revise asset purchase agreement re tax matters.
01/07/23	Anthony Vincenzo Sexton, P.C.	0.20	Review and revise asset purchase agreement re tax matters.
01/11/23	Katherine Karnosh	0.20	Telephone conference with F. Petrie, K&E team re asset sales and related tax considerations.
01/11/23	Anthony Vincenzo Sexton, P.C.	1.00	Telephone conference with Brown Rudnick re tax analysis (.8); telephone conference with F. Petrie, K&E team re deal status and related tax matters (.2).
01/12/23	Mike James Koch	0.40	Draft notice of revised proposed final NOL order (.2); correspond with M. Reiney, K&E team re same (.2).
01/12/23	Jimmy Ryan	2.60	Review, revise final NOL order (1.2); telephone conference with K. Karnosh re same (.2); correspond with R. Jacobson, K&E team re same (.6); review, analyze precedent re same (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Anthony Vincenzo Sexton, P.C.	0.10	Correspond with F. Petrie, K&E team re tax matters contained in first day motions.
01/12/23	Mason N. Zurek	0.20	Correspond with J. Ryan, K&E team re NOL.
01/18/23	Brian Nakhaimousa	0.50	Correspond with J. Ryan, M. Reiney, S. Golden re publication re NOL notice (.2); review, analyze materials re same (.3).
01/19/23	Susan D. Golden	0.50	Coordinate NOL notice publication.
01/23/23	Steven M. Cantor	0.20	Correspond with Company re tax matters.
01/23/23	Christine A. Okike, P.C.	0.50	Review, analyze tax issues.
01/25/23	Anthony Vincenzo Sexton, P.C.	0.30	Telephone conference with F. Petrie, K&E team re tax matters.
<b>Total</b>		<b>12.20</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075882**  
**Client Matter: 54119-23**

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**In the Matter of Non-Working Travel**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 30,777.00

Total legal services rendered

\$ 30,777.00



**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Cade C. Boland	2.00	985.00	1,970.00
Richard U. S. Howell, P.C.	2.60	1,620.00	4,212.00
Rob Jacobson	5.50	1,155.00	6,352.50
Francis Petrie	1.20	1,295.00	1,554.00
Margaret Reiney	1.80	1,155.00	2,079.00
Michael B. Slade	5.00	1,855.00	9,275.00
Katie J. Welch	4.70	1,135.00	5,334.50
<b>TOTALS</b>	<b>22.80</b>		<b>\$ 30,777.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/16/23	Michael B. Slade	1.20	Travel from Chicago, IL to New York, NY re court hearing and litigation meetings (billed at half time).
01/17/23	Francis Petrie	1.20	Travel from New York, NY to Trenton, NJ re court hearing (billed at half time).
01/17/23	Margaret Reiney	1.80	Travel from New York, NY to Trenton, NJ re court hearing (billed at half time) (.9); travel from Trenton, NJ to Newark, NJ re same (billed at half time) (.9).
01/20/23	Michael B. Slade	1.30	Travel from New York, NY to Chicago, IL re court hearing (billed at half time).
01/24/23	Richard U. S. Howell, P.C.	1.10	Travel from Chicago, IL to New York, NY re depositions and retention plan hearing (billed at half time).
01/24/23	Michael B. Slade	1.20	Travel from Chicago, IL to New York, NY re depositions (billed at half time).
01/24/23	Katie J. Welch	2.20	Travel from Chicago, IL to New York, NY re M. Crowell and J. Gartrell depositions (billed at half time).
01/25/23	Cade C. Boland	2.00	Travel from Chicago, IL to New York, NY re depositions (billed at half time).
01/25/23	Rob Jacobson	2.70	Travel from Chicago, IL to New York, NY re hearing preparation for January 27 and 30 hearings (billed at half time).
01/26/23	Richard U. S. Howell, P.C.	1.50	Travel from New York, NY to Chicago, IL re retention plan matters (billed at half time).
01/26/23	Michael B. Slade	1.30	Travel from New York, NY to Chicago, IL re retention plan matters (billed at half time).
01/26/23	Katie J. Welch	2.50	Travel from New York, NY to Chicago, IL after M. Crowell and J. Gartrell depositions (billed at half time).
01/28/23	Rob Jacobson	2.80	Travel from New York, NY to Chicago, IL re hearing preparation for January 27 and 30 hearings (billed at half time).
<b>Total</b>		<b>22.80</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075883**  
**Client Matter: 54119-24**

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**In the Matter of U.S. Trustee Communications & Reporting**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 41,717.00

Total legal services rendered

\$ 41,717.00

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Trevor Eck	0.90	735.00	661.50
Rob Jacobson	3.40	1,155.00	3,927.00
Mike James Koch	0.80	735.00	588.00
Sarah R. Margolis	3.30	995.00	3,283.50
Christine A. Okike, P.C.	2.00	1,850.00	3,700.00
Francis Petrie	6.20	1,295.00	8,029.00
Margaret Reiney	1.80	1,155.00	2,079.00
Michael B. Slade	9.90	1,855.00	18,364.50
Josh Sussberg, P.C.	0.10	2,045.00	204.50
Katie J. Welch	0.60	1,135.00	681.00
Mason N. Zurek	0.20	995.00	199.00
<b>TOTALS</b>	<b>29.20</b>		<b>\$ 41,717.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/04/23	Rob Jacobson	0.70	Telephone conference with Company, BRG team re MOR.
01/04/23	Francis Petrie	0.30	Review, analyze U.S. Trustee comments to second day orders.
01/04/23	Katie J. Welch	0.60	Draft and revise organizational chart re U.S. Trustee requests and concerns.
01/04/23	Mason N. Zurek	0.20	Review correspondence from U.S. Trustee re interim compensation and OCP pleadings.
01/09/23	Francis Petrie	0.40	Correspond with Cole Schotz team re U.S. Trustee objection deadlines.
01/11/23	Michael B. Slade	0.50	Review documents re section 341 meeting.
01/13/23	Francis Petrie	1.80	Telephone conferences with Cole Schotz team re U.S. Trustee adjournment issues (.6); telephone conferences with R. Jacobson, K&E team re same (.4); correspond with M. Slade re same (.1); conference with M. Slade re same (.2); review, analyze U.S. Trustee objection (.5).
01/13/23	Francis Petrie	0.30	Correspond with BRG team re monthly operating report and U.S. Trustee issues re same (.2); telephone conference with BRG team re same (.1).
01/16/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re U.S. Trustee issues with motion to seal customer information.
01/17/23	Francis Petrie	0.50	Conference with U.S. Trustee re hearing scheduling.
01/18/23	Michael B. Slade	3.00	Conference with Company re section 341 meeting considerations.
01/19/23	Trevor Eck	0.90	Draft case calendar re 341 meeting (.4); compile supporting documents re same (.3); correspond with M. Reiney, M. Koch re same (.2).
01/19/23	Mike James Koch	0.80	Compile documents re section 341 meeting (.5); correspond with M. Reiney, K&E team re same (.3).
01/20/23	Rob Jacobson	2.00	Participate in 341 meeting.
01/20/23	Christine A. Okike, P.C.	2.00	Participate in 341 meeting.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/20/23	Francis Petrie	2.50	Participate in 341 telephone conference (2.0); correspond with M. Reiney, K&E team re same (.5).
01/20/23	Margaret Reiney	1.80	Review, analyze 341 meeting logistics (1.2); participate in 341 meeting (.6).
01/20/23	Michael B. Slade	6.40	Prepare for section 341 meeting (1.5); participate in 341 examination (3.9); correspond with Company re same (1.0).
01/23/23	Rob Jacobson	0.70	Review, revise MORs (.6); correspond with S. Margolis re same (.1).
01/23/23	Sarah R. Margolis	3.30	Review, analyze MOR reports (2.5); correspond with R. Jacobson re same (.2); telephone conference with R. Jacobson re same (.2); draft issues list re same (.3); correspond with BRG team re same (.1).
01/24/23	Francis Petrie	0.40	Telephone conferences with Cole Schotz team re U.S. Trustee confidentiality, status of hearing.
<b>Total</b>		<b>29.20</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075884**  
**Client Matter: 54119-25**

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**In the Matter of Regulatory**

For legal services rendered through January 31, 2023 (see attached Description of Legal Services for detail)	<u>\$ 244,963.50</u>
Total legal services rendered	\$ 244,963.50

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Bob Allen, P.C.	34.60	1,605.00	55,533.00
Joey Daniel Baruh	2.60	985.00	2,561.00
Erin Bishop	5.80	1,135.00	6,583.00
Cade C. Boland	2.30	985.00	2,265.50
Megan Buenviaje	23.70	475.00	11,257.50
Esther Estella Garcia	15.10	645.00	9,739.50
Ricardo Guzman	12.50	475.00	5,937.50
Aleschia D. Hyde	15.50	985.00	15,267.50
Angelina Moore	7.50	1,080.00	8,100.00
Christine A. Okike, P.C.	1.40	1,850.00	2,590.00
Alex D. Pappas	8.70	985.00	8,569.50
Chloe Reum	25.30	715.00	18,089.50
Laura K. Riff	48.00	1,405.00	67,440.00
Bryant Roby Jr.	8.80	985.00	8,668.00
Alexandra Schrader	3.30	985.00	3,250.50
Michael B. Slade	3.00	1,855.00	5,565.00
Kate Vera, P.C.	2.50	1,605.00	4,012.50
Katie J. Welch	8.40	1,135.00	9,534.00
<b>TOTALS</b>	<b>229.00</b>		<b>\$ 244,963.50</b>



**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/02/23	Laura K. Riff	1.70	Review, analyze protocol re productions to regulators (1.3); correspond with B. Allen, K&E team re same (.4).
01/02/23	Alexandra Schrader	1.80	Review, analyze documents to be produced re responsiveness and privilege.
01/02/23	Katie J. Welch	2.60	Review, revise documents re responsiveness, privilege and confidentiality in preparation for production.
01/03/23	Ricardo Guzman	0.30	Prepare for telephone conference with Deloitte re project updates, planning (.1); attend telephone conference with Deloitte re same (.2).
01/03/23	Laura K. Riff	2.80	Prepare for telephone conference with Deloitte team re status of document collection and review for regulatory response (.2); participate in same (.3); review and analyze protocol re same (1.5); review and analyze documents re same (.8).
01/04/23	Bob Allen, P.C.	1.40	Participate in telephone conference with L. Riff, K&E team re regulatory issues (.5); review, analyze pleadings, documents re same (.9).
01/05/23	Bob Allen, P.C.	1.00	Review, analyze pleadings, documents re regulatory issues (.8); correspond with J. Baruh, K&E team re same (.2).
01/05/23	Joey Daniel Baruh	0.50	Telephone conference with B. Allen, K&E team re case background and related regulatory issues.
01/05/23	Erin Bishop	0.70	Review and analyze documents re responsiveness and key regulatory issues.
01/05/23	Aleschia D. Hyde	9.50	Review document production re regulatory considerations.
01/05/23	Christine A. Okike, P.C.	0.20	Telephone conference with Company re SEC matters.
01/05/23	Chloe Reum	1.00	Telephone conference with J. Baruh, K&E team re Company and regulatory issues (.5); research re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/05/23	Laura K. Riff	2.50	Prepare for telephone conference with B. Allen, K&E team re regulatory responses to documents (.4); attend telephone conference with B. Allen, K&E team re same (.3); review, analyze documents re same (.8); review, revise document review protocol re same (1.0).
01/06/23	Bob Allen, P.C.	1.30	Review, analyze NY AG filings re regulatory issues (.6); correspond with Company re same (.5); telephone conference with F. Petrie, K&E team, SEC re objections to filings and related regulatory matters (.2).
01/06/23	Erin Bishop	2.80	Review and analyze documents re responsiveness and key issues re regulatory matters (1.6); draft summary re same (1.2).
01/06/23	Megan Buenviaje	1.90	Conference with R. Guzman, K&E team re workflow status (.2); prepare review workflow summaries and reports (1.0); update process documentation and tracking logs (.7).
01/06/23	Ricardo Guzman	0.30	Analyze workflow updates and reporting (.1); conference with M. Buenviaje, K&E team re project updates (.2).
01/06/23	Aleschia D. Hyde	3.50	Review, analyze documents re responsiveness considerations.
01/07/23	Alexandra Schrader	1.50	Review, analyze documents re responsiveness and privilege.
01/08/23	Katie J. Welch	5.80	Review, revise documents re responsiveness, privilege and confidentiality in preparation for production.
01/09/23	Bob Allen, P.C.	1.30	Prepare for telephone conference with L. Riff, K&E team re regulatory issues and document collection (.3); attend telephone conference with L. Riff, K&E team re same (.3); telephone conference with L. Riff re document review and regulatory matters (.2); research re same (.5).
01/09/23	Joey Daniel Baruh	0.30	Telephone conference with L. Riff and C. Reum re document review and regulatory matters.
01/09/23	Erin Bishop	0.70	Review and analyze documents re responsiveness and privilege (.3); draft summary re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/09/23	Megan Buenviaje	2.10	Review and analyze correspondence transcripts (1.1); manage and prepare review assignments (.3); update documentation re same (.6); prepare workflow status for attorney review (.1).
01/09/23	Ricardo Guzman	0.30	Prepare for telephone conference (.1); telephone conference with M. Buenviaje re collection updates and project planning (.2).
01/09/23	Ricardo Guzman	0.20	Correspond with M. Buenviaje re document collection for attorney review.
01/09/23	Chloe Reum	0.30	Correspond with L. Riff re document review re regulatory matters.
01/09/23	Laura K. Riff	3.80	Prepare for telephone conference with J. Baruh and C. Reum re review of documents for regulatory responses (.1); participate in telephone conference with J. Baruh, C. Reum re same (.4); prepare for telephone conference with Deloitte re regulatory matters (.2); participate in telephone conference with Deloitte re same (.3); prepare for telephone conference with Company re regulatory document review (.2); participate in telephone conference with Company re same (.3); review, analyze protocol re same (1.3); review, analyze documents re same (1.0).
01/10/23	Bob Allen, P.C.	0.50	Telephone conference with Company re CFTC subpoena (.3); review, analyze same (.2).
01/10/23	Erin Bishop	0.30	Telephone conference with L. Riff re key document review project re regulatory matters.
01/10/23	Megan Buenviaje	1.40	Prepare for telephone conference with K. Coverdale, K&E team, vendor re case status update (.1); attend telephone conference with K. Coverdale, K&E team, vendor re same (.5); review, analyze search term hits (.4); conference with vendor re updated search terms (.4).
01/10/23	Ricardo Guzman	0.30	Prepare for telephone conference with K. Coverdale, K&E team, vendor re collection updates and project planning (.1); attend conference with K. Coverdale, K&E team, vendor re same (.2).
01/10/23	Aleschia D. Hyde	2.00	Review Blockfi document production.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/10/23	Laura K. Riff	4.80	Prepare for telephone conference with Deloitte team re status of document collection and processing (.1); participate in telephone conference with Deloitte re same (.4); prepare for telephone conference with E. Bishop re review of documents (.2); participate in same (.3); draft review protocol re same (1.6); review, analyze documents re same (2.2).
01/10/23	Kate Vera, P.C.	0.50	Telephone conference with M. Buenviaje, vendor re case status update, document collection.
01/11/23	Bob Allen, P.C.	3.80	Draft talking points re CFTC matters (.6); review, analyze subpoena, SEC resolution, past production materials re regulatory considerations (1.2); telephone conference with CFTC re subpoena (.5); participate in telephone conference with L. Riff, K&E team re regulatory matters (.2); correspond with L. Riff, K&E team, Company re same (.5); telephone conferences with Company re same (.8).
01/11/23	Megan Buenviaje	1.60	Prepare and manage review assignments (1.4); conference with L. Riff re same (.2).
01/11/23	Laura K. Riff	4.10	Prepare for telephone conference with B. Allen, K&E team re CFTC subpoena (.2); participate in same (.3); prepare for telephone conference with B. Allen, CFTC re same (.1); participate in same (.4); participate in telephone conference with F. Petrie, K&E team re case status re regulatory matters (.3); draft protocol re same (1.7); review diligence re same (.8); correspond with R. Guzman, K&E team re same (.3).
01/12/23	Bob Allen, P.C.	2.10	Telephone conference with A. Pappas re CFTC subpoena (.4); review, analyze related regulatory filings (1.7).
01/12/23	Alex D. Pappas	0.10	Correspond with L. Riff re e-discovery.
01/12/23	Alex D. Pappas	0.30	Participate in telephone conference with B. Allen re CFTC matter.
01/12/23	Alex D. Pappas	0.80	Review and analyze CFTC subpoena issues.
01/12/23	Chloe Reum	1.50	Correspond with L. Riff re regulatory matters (.5); review, analyze subpoenas, background materials re same (.9); research re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Laura K. Riff	2.80	Prepare for telephone conference with C. Reum re responses (.1); participate in telephone conference with L. Riff re same (.4); review, analyze documents for privilege (2.3).
01/12/23	Bryant Roby Jr.	0.60	Review, analyze regulatory materials.
01/12/23	Kate Vera, P.C.	0.40	Telephone conference with vendor re case status update, document collection.
01/13/23	Bob Allen, P.C.	2.50	Telephone conference with L. Riff, K&E team re document review (.5); telephone conference with Company re CFTC subpoena and investigation (.5); telephone conference with L. Riff re same (.2); review, analyze public statements and filings re CFTC subpoena and regulatory matters (1.3).
01/13/23	Ricardo Guzman	1.20	Analyze customized document collection process (.4); coordinate with Deloitte re document collection inquires (.3); conference with L. Riff, K&E team re workflow updates for document collection process (.5).
01/13/23	Angelina Moore	0.50	Correspond with L. Riff, K&E team re case status and regulatory matters.
01/13/23	Alex D. Pappas	0.30	Telephone conference with L. Riff re document collection and review.
01/13/23	Alex D. Pappas	0.40	Research re Company public statements.
01/13/23	Alex D. Pappas	0.30	Research re CFTC jurisdiction.
01/13/23	Laura K. Riff	1.90	Telephone conference with Company and B. Allen re regulatory requests (.5); telephone conference with A. Pappas re review of documents for regulatory requests (.3); telephone conference with M. Slade, B. Allen and K&E team re same (.5); review, revise protocol re same (.6).
01/13/23	Bryant Roby Jr.	0.60	Conference with L. Riff, K&E team re regulatory matters (.5); review, analyze pleadings re same (.1).
01/13/23	Michael B. Slade	1.40	Telephone conference with Company, L. Riff re diligence requests (1.0); telephone conference with B. Allen, L. Riff, K&E team re regulatory review (.4).
01/15/23	Michael B. Slade	0.30	Review, analyze diligence requests re regulatory considerations.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/16/23	Bob Allen, P.C.	0.90	Review, analyze recent filings re regulatory matters.
01/16/23	Erin Bishop	1.30	Review and analyze documents re responsiveness and privilege.
01/17/23	Bob Allen, P.C.	2.40	Telephone conferences with A. Pappas, L. Riff, S&C re CFTC subpoena and related regulatory issues (.5); telephone conference with Company re regulatory matters (.5); telephone conference with S&C re productions (.3); prepare for telephone conference with Haynes and Boone re adversary proceeding matters (.3); telephone conference with Haynes and Boone re same (.6); correspond with Haynes and Boone re same (.2).
01/17/23	Megan Buenviaje	1.10	Telephone conference with R. Guzman, vendor re case status, project planning (.5); review and analyze search term hits (.2); conference with vendor re updated search terms (.4).
01/17/23	Ricardo Guzman	0.50	Conference with M. Buenviaje, vendor re collection updates and project planning.
01/17/23	Ricardo Guzman	0.80	Correspond with M. Buenviaje re workflow updates for attorney review (.4); correspond with M. Buenviaje and Deloitte re project updates (.4).
01/17/23	Alex D. Pappas	2.20	Research re CFTC anti-fraud jurisdiction.
01/17/23	Chloe Reum	0.50	Research re regulatory issues.
01/17/23	Laura K. Riff	4.50	Telephone conference with Deloitte team re collection and processing of data in response to regulatory requests (.5); prepare for telephone conference with Company, B. Allen re regulatory matters (.1); telephone conference with Company, B. Allen re same (.4); review, analyze documents re same (3.1); correspond with B. Allen, K&E team re same (.4).
01/18/23	Bob Allen, P.C.	2.70	Review, analyze recent DOJ charges, FTX filings (1.0); telephone conference with M. Slade re regulatory issues (.3); review, analyze adversary complaint and related correspondence from M. Slade re regulatory issues (1.0); review, analyze document production re regulatory matters (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/18/23	Megan Buenviaje	1.10	Conference with vendor re updated search term hits (.3); manage and prepare review assignments, workflow and status reports (.8).
01/18/23	Alex D. Pappas	0.30	Review and analyze document review protocol, correspondence from M. Slade re regulatory issues.
01/18/23	Alex D. Pappas	0.30	Research re CFTC jurisdiction.
01/18/23	Chloe Reum	6.50	Draft, revise chronology of major Company events and public statements re regulatory matters.
01/18/23	Laura K. Riff	3.90	Prepare for conference with Company re status of document collection, responses to requests from regulators (.1); telephone conference with Company re same (.4); correspond with B. Allen, K&E team, Deloitte team re same (.4); draft memorandum re status of same (1.4); draft memorandum re status of collection efforts (1.6).
01/18/23	Bryant Roby Jr.	0.30	Review and analyze documents re regulatory issues (.2); review, analyze protocol, correspondence from M. Slade re same (.1).
01/19/23	Bob Allen, P.C.	4.30	Participate in telephone conference with L. Riff, K&E team re regulatory matters (.3); draft comments re adversary proceeding complaint (.8); correspond with L. Riff, K&E team re same (.2); review, analyze declaration (.7); revise same (1.9); correspond with Company, SEC re same (.4).
01/19/23	Megan Buenviaje	1.30	Prepare review assignments, workflow and status reports (1.2); conference with L. Riff re same (.1).
01/19/23	Ricardo Guzman	0.50	Analyze document collection for attorney review and workflow updates.
01/19/23	Aleschia D. Hyde	0.50	Review documents re regulatory considerations.
01/19/23	Christine A. Okike, P.C.	1.20	Telephone conference with Company and K&E team re regulatory issues (.7); review, analyze same (.5).
01/19/23	Alex D. Pappas	0.70	Research re CFTC jurisdiction.
01/19/23	Laura K. Riff	2.70	Review, analyze documents re responses to regulators.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/19/23	Kate Vera, P.C.	0.10	Telephone conference with vendor re case status update.
01/20/23	Bob Allen, P.C.	1.80	Revise adversary proceeding materials (.4); telephone conference with A. Pappas re regulatory considerations (.2); revise talking points (.4); review, analyze BPY correspondence (.2); telephone conference with SEC re regulatory issues (.2); correspond with SEC re same (.1); telephone conference with C Street re media points (.3).
01/20/23	Joey Daniel Baruh	1.80	Review, analyze documents for responsiveness re regulatory matters.
01/20/23	Megan Buenviaje	0.60	Manage and prepare review assignments, workflow and status reports (.4); conference with L. Riff re same (.2).
01/20/23	Ricardo Guzman	3.00	Analyze document collection for attorney review and workflow updates (2.1); coordinate with Deloitte re document collection updates (.6); correspond with L. Riff re project updates and planning (.3).
01/20/23	Alex D. Pappas	0.20	Telephone conference with B. Allen re Company jurisdiction, timeline issues and other regulatory considerations.
01/20/23	Alex D. Pappas	0.10	Correspond with L. Riff re customer contracts, regulatory matters.
01/20/23	Chloe Reum	4.00	Review, analyze documents re regulatory matters.
01/20/23	Laura K. Riff	4.20	Review, analyze documents re responses to requests and subpoenas from regulators (2.4); review and analyze materials re same (1.2); correspond with document vendor re same (.6).
01/20/23	Bryant Roby Jr.	0.70	Review and analyze documents re regulatory matters.
01/21/23	Chloe Reum	2.00	Review, analyze correspondence re regulatory considerations (1.2); draft high-level findings re same (.8).
01/22/23	Megan Buenviaje	0.80	Analyze review assignments, workflow and status reports.
01/23/23	Bob Allen, P.C.	0.70	Review, analyze North Dakota regulator request (.4); review, analyze Company filings requested by regulators (.3).



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/23	Megan Buenviaje	3.60	Analyze review assignments, workflow and status reports (.6); update documentation re same (.6); attend conference with L. Riff and R. Guzman re review and production workflow (.5); coordinate client documents for vendor processing (1.1); update documentation re same (.8).
01/23/23	Ricardo Guzman	1.50	Analyze document selection for production and quality control process (1.1); coordinate with Deloitte re collection updates (.2); correspond with L. Riff re project updates (.2).
01/23/23	Ricardo Guzman	0.50	Conference with L. Riff and M. Buenviaje re project updates and planning.
01/23/23	Angelina Moore	0.20	Review, analyze documents re regulatory concerns for upcoming document production.
01/23/23	Chloe Reum	1.00	Research re regulatory issues (.6); correspond with L. Riff, K&E team re same (.3); review, analyze correspondence from L. Riff re same (.1).
01/23/23	Laura K. Riff	3.80	Prepare for telephone conference with B. Allen, K&E team re regulatory matters (.1); participate in same (.4); prepare for telephone conference with K&E team re e-discovery, document production (.2); participate in same (.3); review and analyze documents re same (1.0); review, analyze production plan re same (1.8).
01/23/23	Bryant Roby Jr.	0.30	Conference with L. Riff, K&E team re regulatory considerations.
01/23/23	Michael B. Slade	0.50	Telephone conference with Company re diligence requests.
01/24/23	Bob Allen, P.C.	0.70	Telephone conference with Company re regulatory matters (.3); review, analyze external communications documents re same (.2); correspond with L. Riff re same (.2).
01/24/23	Cade C. Boland	2.30	Review, analyze documents re regulatory filings.
01/24/23	Megan Buenviaje	1.30	Conference with R. Guzman, vendor re case status (.3); analyze review assignments, workflow and status reports (.6); update documentation re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/24/23	Ricardo Guzman	0.30	Conference with M. Buenviaje, vendor re project updates and planning.
01/24/23	Chloe Reum	5.00	Review, analyze Relativity and Box documents re regulatory matters.
01/25/23	Bob Allen, P.C.	0.60	Review, analyze documents re regulatory matters (.1); correspond with L. Riff re same (.1); review, analyze wallet motion filings re regulatory considerations (.3); correspond with L. Riff re production re same (.1).
01/25/23	Megan Buenviaje	1.40	Analyze review assignments, workflow and status reports (1.1); update documentation re same (.3).
01/25/23	Esther Estella Garcia	6.80	Review, analyze document production (3.9); draft materials re same (2.9).
01/25/23	Ricardo Guzman	0.50	Coordinate with Deloitte re document collection for attorney review and workflow updates.
01/25/23	Laura K. Riff	1.50	Prepare for conference with Company re status of regulatory responses (.3); participate in telephone conference with Company re same (.5); review and analyze documents re same (.7).
01/25/23	Bryant Roby Jr.	1.20	Review and analyze documents for production re regulatory matters.
01/25/23	Kate Vera, P.C.	0.10	Telephone conference with L. Riff re case status update.
01/26/23	Megan Buenviaje	1.30	Analyze review assignments, workflow and status reports (.7); update documentation re same (.3); prepare targeted searches for attorney review (.3).
01/26/23	Esther Estella Garcia	5.60	Review, analyze document production (3.5); draft materials re same (2.1).
01/26/23	Ricardo Guzman	0.50	Analyze document selection for attorney review and workflow updates (.3); coordinate with case team re project updates (.2).
01/26/23	Alex D. Pappas	0.10	Review and analyze public correspondence re regulatory matters.
01/26/23	Alex D. Pappas	0.50	Review and analyze documents re responsiveness and privilege.
01/26/23	Laura K. Riff	1.70	Review, analyze documents re regulatory requests from DOJ, SEC and CFTC.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Bryant Roby Jr.	1.80	Review and analyze documents for production re regulatory matters.
01/26/23	Kate Vera, P.C.	0.50	Telephone conference with L. Riff, vendor re case status update.
01/27/23	Bob Allen, P.C.	2.50	Review, analyze SDNY correspondence re regulatory matters (.4); telephone conference with Company re same (.8); prepare for telephone conference with SDNY re regulatory matters (1.1); correspond with L. Riff, K&E team re same (.2).
01/27/23	Megan Buenviaje	1.60	Analyze review assignments, workflow and status reports (1.1); update documentation re same (.2); prepare targeted searches for attorney review (.3).
01/27/23	Esther Estella Garcia	1.60	Review, analyze documents productions for case team review.
01/27/23	Bryant Roby Jr.	3.30	Review and analyze documents for production re regulatory considerations.
01/29/23	Bob Allen, P.C.	2.30	Prepare for telephone conference with SDNY re regulatory matters (.7); telephone conference with SDNY re adversary proceeding and same (.4); correspond with SDNY re same (.3); telephone conference with Haynes Boone and Company re same (.8); telephone conference with Company re resolution re same (.1).
01/30/23	Bob Allen, P.C.	1.80	Review, analyze adversary proceeding and regulatory issues (.3); telephone conference with SDNY re same (.1); correspond with Company re same (.2); telephone conference with Company re same (.3); prepare for telephone conference with Company, Haynes and Boone, DOJ re regulatory matters (.2); participate in telephone conference with Company, Haynes and Boone, DOJ re same (.5); telephone conference with M. Slade re same (.2).
01/30/23	Megan Buenviaje	1.70	Review assignments, workflow and status reports (.9); update documentation re same (.3); prepare targeted searches for attorney review (.5).
01/30/23	Esther Estella Garcia	0.50	Review, analyze document production.
01/30/23	Ricardo Guzman	0.50	Coordinate with L. Riff re production process and quality control updates.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/30/23	Angelina Moore	6.80	Review, analyze documents re responsiveness and privilege for upcoming document production.
01/30/23	Alex D. Pappas	2.10	Research re CFTC jurisdictional issues.
01/30/23	Chloe Reum	3.50	Review, analyze documents re regulatory matters.
01/30/23	Laura K. Riff	0.80	Review, analyze documents re responses to regulators.
01/30/23	Michael B. Slade	0.80	Review diligence.
01/31/23	Megan Buenviaje	0.90	Prepare for telephone conference with vendor re status (.2); attend telephone conference with vendor re project updates, case status (.3); analyze review assignments, workflow and status reports (.2); update documentation re same (.2).
01/31/23	Esther Estella Garcia	0.60	Review, analyze document production.
01/31/23	Ricardo Guzman	0.30	Telephone conference with K. Coverdale, K&E team, vendor re project updates and planning.
01/31/23	Ricardo Guzman	1.00	Analyze document selection for production and quality control updates (.8); correspond with L. Riff re project updates (.2).
01/31/23	Laura K. Riff	0.50	Telephone conference with vendor re processing and review of documents.
01/31/23	Kate Vera, P.C.	0.50	Telephone conference with L. Riff, K&E team, vendor re case status.
01/31/23	Kate Vera, P.C.	0.40	Draft acknowledgment agreement.
<b>Total</b>		<b>229.00</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075885**  
**Client Matter: 54119-26**

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**In the Matter of Investigation Matters**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 135,798.00

Total legal services rendered

\$ 135,798.00

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Cade C. Boland	0.50	985.00	492.50
Meghan E. Guzaitis	3.80	550.00	2,090.00
Shayne Henry	49.70	1,310.00	65,107.00
Casey McGushin	46.20	1,415.00	65,373.00
Christine A. Okike, P.C.	0.50	1,850.00	925.00
Bryant Roby Jr.	0.80	985.00	788.00
Josh Sussberg, P.C.	0.50	2,045.00	1,022.50
<b>TOTALS</b>	<b>102.00</b>		<b>\$ 135,798.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/01/23	Casey McGushin	3.20	Review and analyze documents re compensation investigation.
01/02/23	Shayne Henry	3.20	Prepare for conference with C. McGushin re employee compensation matters (.1); participate in conference with C. McGushin re same (.4); review, analyze documents re same (1.5); correspond with C. McGushin re witness interviews (.4); review, analyze insider compensation materials re witnesses (.8).
01/02/23	Casey McGushin	1.90	Review and analyze documents re employee compensation matters (1.5); participate in telephone conference with S. Henry re employee compensation investigation (.4).
01/03/23	Shayne Henry	1.30	Conference with Company re employee compensation investigation (.5); correspond with M. Slade and C. McGushin re same (.3); review, analyze documents re same (.5).
01/03/23	Casey McGushin	4.10	Participate in telephone conference with M. Slade, K&E teams and Company re employee compensation investigation (.6); review and analyze documents re investigation into executive payments (2.2); draft and revise outline re same (1.3).
01/03/23	Josh Sussberg, P.C.	0.50	Telephone conference with Company, M. Slade, K&E team re employee compensation investigation.
01/04/23	Shayne Henry	1.50	Research precedent re employee compensation report (.5); research legal standards re same (1.0).
01/04/23	Casey McGushin	6.90	Draft outline re interview of company executive (1.3); revise same (1.0); review, analyze documents re executive payments (2.4); research issues re legal standards re same (.5); review, revise draft disclosure re employee compensation matters (.8); review, analyze draft schedule of payments to employees re same (.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/05/23	Shayne Henry	4.90	Review, analyze compensation disclosures (.3); prepare for witness interviews re employee compensation matters (.7); participate in same (2.3); correspond with C. McGushin re same (.4); review, analyze documents re same (1.0); correspond with L. Riff re document review re same (.2).
01/05/23	Casey McGushin	4.60	Draft and revise outline re executive interview (1.2); participate in executive interview re employee compensation matters (1.0); review and analyze documents re prepetition employee payments (2.4).
01/06/23	Cade C. Boland	0.20	Correspond with C. McGushin re employee compensation matters.
01/06/23	Shayne Henry	7.00	Prepare for witness interviews re executive compensation investigation (.5); participate in same (3.0); correspond with M. Slade and C. McGushin re same (.9); review, analyze documents re same (1.5); conference with C. McGushin and M. Slade re interviews re same (.8); review, analyze Company correspondence re same (.3).
01/06/23	Casey McGushin	3.30	Prepare for director interview re investigation (.3); participate in same re same (.5); draft and revise interview summary of executive re same (.4); review and analyze documents re same (2.1).
01/07/23	Shayne Henry	3.90	Review, analyze documents re employee compensation matters (3.5); correspond with M. Slade re SecFi transaction (.4).
01/08/23	Shayne Henry	1.50	Conference with Company re employee compensation investigation (.5); review, analyze documents re SecFi access to VDR re same (.5); review, analyze documents re SecFi (.5).
01/08/23	Casey McGushin	2.00	Participate in interview of executive re employee compensation investigation (.5); draft and revise interview summary re same (.8); review and analyze materials provided by Company re same (.7).
01/09/23	Shayne Henry	3.80	Conference with Company re employee compensation matters (1.0); review, analyze publicity re company valuation re same (.5); draft investigation report (2.3).



<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/09/23	Casey McGushin	1.90	Prepare for interview with executive re investigation (.4); participate in interview with executive re same (.8); draft and revise memorandum re employee compensation (.7).
01/10/23	Cade C. Boland	0.30	Research potential causes of action re investigation.
01/10/23	Shayne Henry	0.30	Correspond with M. Slade and C. McGushin re Deloitte re investigation.
01/11/23	Shayne Henry	0.30	Conference with Gunderson re employee compensation matters.
01/11/23	Casey McGushin	0.90	Prepare for telephone conference with Gunderson re employee compensation matters (.1); participate in same (.2); research potential claims re same (.6).
01/12/23	Shayne Henry	0.50	Conference with Company re employee compensation investigation.
01/12/23	Casey McGushin	2.60	Participate in telephone conference with Company re investigation (.5); prepare for telephone conference with Deloitte team re same (.1); participate in same (.6); draft and revise documents re investigation into payments to executives (1.4).
01/12/23	Christine A. Okike, P.C.	0.50	Telephone conference with S. Vogel, F. Petrie and K&E team re investigation.
01/17/23	Meghan E. Guzaitis	0.50	Compile Company statements re investigations.
01/19/23	Shayne Henry	6.80	Conference with C. McGushin re investigation report (.3); draft investigation report (6.5).
01/19/23	Casey McGushin	1.20	Participate in telephone conference with S. Henry re investigation (.3); research issues re same (.9).
01/19/23	Bryant Roby Jr.	0.80	Review and analyze documents re investigations.
01/20/23	Shayne Henry	0.50	Correspond with C. McGushin re Board documents, report drafting re investigation.
01/20/23	Casey McGushin	0.70	Draft and revise investigation memorandum.
01/22/23	Shayne Henry	2.80	Draft compensation investigation report.
01/22/23	Casey McGushin	5.20	Draft and revise investigation report.
01/23/23	Meghan E. Guzaitis	0.80	Correspond with S. Henry, K&E team re production documents.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/23	Meghan E. Guzaitis	0.40	Conference with S. Henry, K&E team re upcoming hearing and investigations.
01/23/23	Shayne Henry	3.20	Revise insider compensation investigation report (2.8); correspond with C. McGushin re same (.4).
01/23/23	Casey McGushin	1.80	Draft and revise investigation report into executive payments.
01/24/23	Meghan E. Guzaitis	0.60	Prepare for depositions re investigation.
01/24/23	Shayne Henry	0.20	Correspond with C. McGushin re investigation.
01/24/23	Casey McGushin	1.70	Draft and revise investigation report re executive payments.
01/25/23	Meghan E. Guzaitis	1.50	Conference with S. Henry, K&E team re collection exhibits re investigation (.5); compile and prepare exhibits for deposition use re same (1.0).
01/25/23	Shayne Henry	0.90	Correspond with M. Guzaitis, K&E team re investigation status and next steps (.3); revise investigation report (.3); review, analyze document summaries (.3).
01/26/23	Casey McGushin	1.40	Draft investigation report re employee compensation (1.0); revise same (.4).
01/27/23	Shayne Henry	0.30	Review, analyze documents re employee compensation.
01/29/23	Casey McGushin	1.10	Draft and revise investigation report re employee compensation.
01/31/23	Shayne Henry	6.80	Draft compensation investigation report (5.2); correspond with C. McGushin re same (1.6).
01/31/23	Casey McGushin	1.70	Draft investigation report re executive payments (1.0); review, revise same (.7).
<b>Total</b>		<b>102.00</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075886**  
**Client Matter: 54119-27**

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**In the Matter of Expenses**

For expenses incurred through January 31, 2023  
(see attached Description of Expenses for detail)

\$ 43,518.05

Total expenses incurred

\$ 43,518.05

**Description of Expenses**

<b><u>Description</u></b>	<b><u>Amount</u></b>
Third Party Telephone Charges	25.00
Standard Copies or Prints	560.30
Color Copies or Prints	1,570.25
Local Transportation	1,157.85
Travel Expense	10,323.93
Airfare	3,630.64
Transportation to/from airport	1,697.24
Travel Meals	880.57
Other Court Costs and Fees	8,742.32
Computer Database Research	2,097.69
Westlaw Research	7,770.02
LexisNexis Research	3,369.76
Overtime Transportation	684.21
Overtime Meals - Non-Attorney	163.27
Overtime Meals - Attorney	583.10
Computer Database Research - Soft	261.90
<b>Total</b>	<b>\$ 43,518.05</b>

**Description of Expenses**

**Third Party Telephone Charges**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
01/20/23	Michael B. Slade - Michael B. Slade, Internet, travel from Chicago, IL to New York, NY re hearing, preparation sessions, client meetings, and 341 meeting. 01/20/2023	17.00
01/24/23	Michael B. Slade - Michael B. Slade, Internet, travel from Chicago, IL to New York, NY re depositions and client meetings. 01/24/2023	8.00
	<b>Total</b>	<b>25.00</b>

**Standard Copies or Prints**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
01/03/23	Standard Copies or Prints	0.50
01/03/23	Standard Copies or Prints	0.10
01/03/23	Standard Copies or Prints	0.80
01/04/23	Standard Copies or Prints	0.20
01/04/23	Standard Copies or Prints	4.70
01/04/23	Standard Copies or Prints	4.50
01/05/23	Standard Copies or Prints	0.30
01/05/23	Standard Copies or Prints	1.80
01/05/23	Standard Copies or Prints	7.80
01/05/23	Standard Copies or Prints	0.40
01/05/23	Standard Copies or Prints	1.60
01/05/23	Standard Copies or Prints	0.30
01/05/23	Standard Copies or Prints	60.40
01/06/23	Standard Copies or Prints	6.80
01/06/23	Standard Copies or Prints	3.30
01/07/23	Standard Copies or Prints	1.10
01/09/23	Standard Copies or Prints	71.40
01/10/23	Standard Copies or Prints	1.40
01/10/23	Standard Copies or Prints	5.10
01/10/23	Standard Copies or Prints	1.00
01/10/23	Standard Copies or Prints	2.60
01/10/23	Standard Copies or Prints	0.50
01/11/23	Standard Copies or Prints	0.10
01/11/23	Standard Copies or Prints	1.00
01/12/23	Standard Copies or Prints	0.50
01/12/23	Standard Copies or Prints	0.20
01/12/23	Standard Copies or Prints	7.90
01/16/23	Standard Copies or Prints	0.60
01/18/23	Standard Copies or Prints	7.50
01/18/23	Standard Copies or Prints	5.00
01/18/23	Standard Copies or Prints	4.50
01/20/23	Standard Copies or Prints	152.60
01/20/23	Standard Copies or Prints	0.30
01/23/23	Standard Copies or Prints	1.90

01/24/23	Standard Copies or Prints	3.00
01/24/23	Standard Copies or Prints	0.60
01/24/23	Standard Copies or Prints	1.40
01/24/23	Standard Copies or Prints	7.80
01/25/23	Standard Copies or Prints	21.00
01/25/23	Standard Copies or Prints	0.10
01/25/23	Standard Copies or Prints	40.20
01/25/23	Standard Copies or Prints	0.80
01/25/23	Standard Copies or Prints	12.70
01/25/23	Standard Copies or Prints	0.80
01/26/23	Standard Copies or Prints	2.70
01/26/23	Standard Copies or Prints	2.90
01/26/23	Standard Copies or Prints	6.90
01/26/23	Standard Copies or Prints	1.50
01/26/23	Standard Copies or Prints	21.00
01/30/23	Standard Copies or Prints	0.90
01/30/23	Standard Copies or Prints	76.60
01/31/23	Standard Copies or Prints	0.70
	<b>Total</b>	<b>560.30</b>

**Color Copies or Prints**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
01/03/23	Color Copies or Prints	24.75
01/03/23	Color Copies or Prints	39.60
01/03/23	Color Copies or Prints	4.95
01/04/23	Color Copies or Prints	2.75
01/05/23	Color Copies or Prints	107.25
01/05/23	Color Copies or Prints	2.75
01/05/23	Color Copies or Prints	30.25
01/05/23	Color Copies or Prints	2.75
01/06/23	Color Copies or Prints	31.90
01/06/23	Color Copies or Prints	5.50
01/06/23	Color Copies or Prints	5.50
01/07/23	Color Copies or Prints	16.50
01/08/23	Color Copies or Prints	15.40
01/09/23	Color Copies or Prints	223.85
01/10/23	Color Copies or Prints	34.65
01/10/23	Color Copies or Prints	24.75
01/16/23	Color Copies or Prints	312.40
01/18/23	Color Copies or Prints	30.80
01/20/23	Color Copies or Prints	218.90
01/23/23	Color Copies or Prints	12.10
01/24/23	Color Copies or Prints	30.80
01/24/23	Color Copies or Prints	29.70
01/24/23	Color Copies or Prints	53.90
01/24/23	Color Copies or Prints	34.65
01/25/23	Color Copies or Prints	15.95
01/25/23	Color Copies or Prints	42.35
01/25/23	Color Copies or Prints	0.55
01/25/23	Color Copies or Prints	11.00
01/25/23	Color Copies or Prints	1.65
01/26/23	Color Copies or Prints	26.95
01/26/23	Color Copies or Prints	38.50
01/30/23	Color Copies or Prints	102.30
01/31/23	Color Copies or Prints	34.65
	<b>Total</b>	<b>1,570.25</b>



**Local Transportation**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
11/29/22	Robert Jacobson - Robert Jacobson, car service, round trip to/from office (NY) to hearing (NJ). Attend hearing on 11/29/2022.	350.00
12/04/22	Erin Bishop - Erin Bishop, Taxi, From LaGuardia Airport to hotel, Attend meetings in New York. 12/04/2022	57.47
12/04/22	Erin Bishop - Erin Bishop, Taxi, From home to Chicago O'Hare Airport, Attend meetings in New York. 12/04/2022	47.73
12/06/22	Laura K. Riff - Laura K. Riff, Taxi, Meetings at client site. 12/06/2022	14.90
12/07/22	Laura K. Riff - Laura K. Riff, Taxi, Meetings at client site. 12/07/2022	49.48
12/07/22	Erin Bishop - Erin Bishop, Taxi, From Chicago O'Hare to home, Attend meetings in New York. 12/07/2022	41.28
12/08/22	Erin Bishop - Erin Bishop, Taxi, From client site, New York, NY to LaGuardia Airport, Attend meetings in New York. 12/08/2022	91.36
12/09/22	VITAL TRANSPORTATION SERVICES INC - Package - document delivery to Josh Sussberg - 601 Lexington Avenue to Sussberg residence 11/28/2022	128.10
12/09/22	VITAL TRANSPORTATION SERVICES INC - document delivery to Josh Sussberg - 601 Lexington Avenue to Sussberg residence 11/29/2022	121.35
12/09/22	VITAL TRANSPORTATION SERVICES INC - JOSH SUSSBERG - 601 Lexington Avenue to Sussberg residence 11/27/2022	120.38
01/06/23	Josh Sussberg, P.C. - Josh Sussberg, Taxi, Conference with the Company 01/06/2023	66.84
01/24/23	Josh Sussberg, P.C. - Josh Sussberg, Taxi, Conference with the Company 01/24/2023	68.96
	<b>Total</b>	<b>1,157.85</b>

**Travel Expense**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
12/04/22	Erin Bishop - Erin Bishop, Lodging, New York, NY, Attend meetings in New York. 12/04/2022	343.16
12/05/22	Erin Bishop - Erin Bishop, Lodging, New York, NY, Attend meetings in New York. 12/05/2022	549.72
12/06/22	Laura K. Riff - Laura K. Riff, Lodging, 2 nights, New York, NY, Attend meetings in New York. 12/04/2022 through 12/5/2022	830.55
12/06/22	Laura K. Riff - Laura K. Riff, Lodging, 1 night, New York, NY, Attend meetings in New York. 12/06/2022	268.27
12/06/22	Erin Bishop - Erin Bishop, Lodging 3 nights, New York, NY, Attend meetings in New York. 12/06/2022	1,086.74
12/07/22	Laura K. Riff - Laura K. Riff, Lodging 1 night, New York, NY, Attend meetings in New York. 12/07/2022	650.00
01/20/23	Michael B. Slade - Michael B. Slade, Lodging 4 nights, New York, NY, Attend hearing in NJ; attend client meetings, 341 meeting in NY. 01/20/2023	3,335.08
01/24/23	Katie J. Welch - Katie J. Welch, Lodging, New York, NY, attend depositions in NY. 01/24/2023	327.65
01/25/23	Rob Jacobson - Rob Jacobson, Lodging, New York, NY, attend hearing. 01/25/2023	387.91
01/25/23	Katie J. Welch - Katie J. Welch, Lodging, New York, NY, Attend depositions in NY. 01/25/2023	327.65
01/26/23	Michael B. Slade - Michael B. Slade, Lodging 2 nights, New York City, NY, attend depositions in NY. 01/26/2023	1,441.38
01/26/23	Rob Jacobson - Rob Jacobson, Lodging, New York, NY, attend hearing. 01/26/2023	387.91
01/27/23	Rob Jacobson - Rob Jacobson, Lodging, New York, NY, attend hearing. 01/27/2023	387.91
	<b>Total</b>	<b>10,323.93</b>

**Airfare**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
12/02/22	Laura K. Riff - Laura K. Riff, Agency Fee, Attend meetings in New York. 12/02/2022	58.00
12/02/22	Laura K. Riff - Laura K. Riff, Airfare, coach, New York, NY, Attend meetings in New York. 12/02/2022	252.88
12/02/22	Erin Bishop - Erin Bishop, Airfare, coach, Chicago, Illinois, Attend meetings in New York. 12/02/2022	578.78
12/02/22	Erin Bishop - Erin Bishop, Agency Fee, Attend meetings in New York. 12/02/2022	58.00
12/07/22	Laura K. Riff - Laura K. Riff, Airfare, coach, Chicago, IL, Attend meetings in New York. 12/07/2022	260.65
12/12/22	Michael B. Slade - Michael B. Slade, Airfare, coach, New York City, NY, Two-day trip to New York City for depositions and client meetings. 12/12/2022	532.15
12/23/22	Michael B. Slade - Michael B. Slade, Airfare, coach, New York City, NY, Four-day trip to New York City for court hearing, preparation sessions, client meetings, and 341 meeting. 12/23/2022	319.28
12/23/22	Michael B. Slade - Michael B. Slade, Agency Fee, Four-day trip to New York City for court hearing, preparation sessions, client meetings, and 341 meeting. 12/23/2022	58.00
01/05/23	Michael B. Slade - Michael B. Slade, Airfare-coach, New York, NY, Attend hearing in NJ. 01/05/2023	132.66
01/19/23	Francis Petrie - Francis Petrie, Airfare-coach Newark, NJ, Attend hearing in NJ. 01/19/2023	224.62
01/19/23	Francis Petrie - Francis Petrie, Agency Fee, New York, NY, Attend hearing in NJ. 01/19/2023	58.00
01/21/23	Michael B. Slade - Michael B. Slade, Agency Fees, New York, NY, Attend hearing in NJ. 01/21/2023	58.00
01/23/23	Katie J. Welch - Katie J. Welch, Agency Fee, New York, NY, Attend depositions in NY. 01/23/2023	21.00
01/23/23	Katie J. Welch - Katie J. Welch, Airfare-coach, New York, New York, Attend depositions in NY. 01/23/2023	491.50
01/24/23	Rob Jacobson - Rob Jacobson, Agency Fee, Hearing. 01/24/2023	58.00
01/24/23	Rob Jacobson - Rob Jacobson, Airfare-coach, New York, NY, attend hearing. 01/24/2023	469.12
	<b>Total</b>	<b>3,630.64</b>

**Transportation to/from airport**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
11/29/22	Richard U. S. Howell, P.C. - Richard U. S. Howell, Transportation from hearing in Trenton, NJ to Airport in Newark, NJ, Travel to attend hearing on 11/29/22. 11/29/2022	195.43
11/29/22	Transportation - RICHARD UPDIKE SHERM HOWELL Transportation from home to Airport in Chicago, IL, Travel to attend hearing on 11/29/22.	118.27
11/30/22	Transportation RICHARD UPDIKE SHERM HOWELL Transportation , round trip from Home to Chicago O'Hare and from Chicago O'Hare to home, Travel to attend hearing on 11/29/22.	114.27
11/30/22	Transportation ROBERT ANTHONY JACOBSON Transportation From Chicago, IL Airport to home, Travel to attend hearing on 11/29/22.	118.27
11/30/22	Transportation - ROBERT ANTHONY JACOBSON Transportation From Airport in Chicago, IL to home, Travel to attend hearing on 11/29/22.	115.88
11/30/22	SUNNY'S WORLDWIDE - MICHAEL B SLADE - Transportation From Newark airport to Hearing, Travel to attend hearing on 11/29/22.	292.46
12/16/22	VITAL TRANSPORTATION SERVICES INC - RIFF LAURA K From LaGuardia Airport to hotel, Travel for meetings with Company re document collection.	74.86
01/16/23	Michael B. Slade - Michael B. Slade, Transportation from Home to Chicago Airport, Four-day trip to New York City for court hearing on 1/17/23, preparation sessions, client meetings, and 341 meeting. 01/16/2023	57.70
01/20/23	Michael B. Slade - Michael B. Slade, Transportation From Chicago Airport to dinner, Four-day trip to New York City for court hearing on 1/17/23, preparation sessions, client meetings, and 341 meeting. 01/20/2023	73.37
01/21/23	Michael B. Slade - Michael B. Slade, Transportation From Office to New York City Airport, Four-day trip to New York City for court hearing on 1/17/23, preparation sessions, client meetings, and 341 meeting. 01/21/2023	96.63
01/24/23	Katie J. Welch - Katie J. Welch, Transportation From LaGuardia Airport, NY to NY Hotel, prepare for and participate in depositions of M. Crowell and J. Gartrell re KERP 01/24/2023	55.09
01/24/23	Katie J. Welch - Katie J. Welch, Transportation From Welch residence to O'Hare Airport, prepare for and participate in depositions of M. Crowell and J. Gartrell re KERP 01/24/2023	42.53

01/25/23	Michael B. Slade - Michael B. Slade, Transportation From home to Midway Airport, Two-day trip to New York City for depositions and client meetings. 01/25/2023	56.21
01/26/23	Katie J. Welch - Katie J. Welch, Transportation From NY Hotel to LaGuardia Airport, prepare for and participate in depositions of M. Crowell and J. Gartrell re KERP 01/26/2023	61.63
01/26/23	Katie J. Welch - Katie J. Welch, Transportation From O'Hare Airport to Welch residence, prepare for and participate in depositions of M. Crowell and J. Gartrell re KERP 01/26/2023	53.44
01/28/23	Rob Jacobson - Rob Jacobson, Transportation From hotel in New York, New York to LaGuardia Airport, Hearing on 1/27/23. 01/28/2023	69.40
01/31/23	Michael B. Slade - Michael B. Slade, Transportation From LaGuardia Airport to hotel, Four-day trip to New York City for court hearing, 1/24/2023	101.80
	<b>Total</b>	<b>1,697.24</b>

**Travel Meals**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
12/04/22	Erin Bishop - Erin Bishop, Travel Meals, New York, NY Attend meetings in New York. Erin Bishop 12/04/2022	19.78
12/05/22	Laura K. Riff - Laura K. Riff, Travel Meals, New York, NY Meet with client to manage collection of documents for review in response to document requests from regulators. Laura K. Riff 12/05/2022	16.03
12/05/22	Laura K. Riff - Laura K. Riff, Travel Meals, New York, NY Meet with client to manage collection of documents for review in response to document requests from regulators. Laura K. Riff 12/05/2022	31.64
12/05/22	Erin Bishop - Erin Bishop, Hotel - Travel Meals, New York, NY Attend meetings in New York. Erin Bishop 12/05/2022	77.33
12/05/22	Erin Bishop - Erin Bishop, Travel Meals, New York, NY Attend meetings in New York. Erin Bishop 12/05/2022	18.11
12/06/22	Laura K. Riff - Laura K. Riff, Travel Meals, New York, NY Attend meetings in New York. 12/06/2022	14.44
12/06/22	Erin Bishop - Erin Bishop, Travel Meals, New York, NY Attend meetings in New York. Erin Bishop 12/06/2022	16.13
12/06/22	Erin Bishop - Erin Bishop, Travel Meals, New York, NY Attend meetings in New York. Erin Bishop 12/06/2022	19.89
12/07/22	Laura K. Riff - Laura K. Riff, Travel Meals, New York, NY Attend meetings in New York, 12/07/2022	19.38
12/07/22	Erin Bishop - Erin Bishop, Travel Meals, New York, NY Attend meetings in New York. Erin Bishop 12/07/2022	19.09
12/07/22	Erin Bishop - Erin Bishop, Travel Meals, New York, NY Attend meetings in New York. Erin Bishop, Laura K. Riff 12/07/2022	80.65
01/16/23	Michael B. Slade - Michael B. Slade, Travel Meals, New York City, NY Four-day trip to New York City for court hearing, preparation sessions, client meetings, and 341 meeting. Michael B. Slade 01/16/2023	19.32
01/17/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, New York City, NY Four-day trip to New York City for court hearing, preparation sessions, client meetings, and 341 meeting. Michael B. Slade 01/17/2023	119.08
01/17/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, New York City, NY Four-day trip to New York City for court hearing, preparation sessions, client meetings, and 341 meeting. Michael B. Slade 01/17/2023	11.76

01/18/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, New York City, NY Four-day trip to New York City for court hearing, preparation sessions, client meetings, and 341 meeting. Michael B. Slade 01/18/2023	55.59
01/19/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, New York City, NY Four-day trip to New York City for court hearing, preparation sessions, client meetings, and 341 meeting. Michael B. Slade 01/19/2023	111.05
01/24/23	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL Two-day trip to New York City for depositions and client meetings. Michael B. Slade 01/24/2023	37.92
01/24/23	Katie J. Welch - Katie J. Welch, Travel Meals, Chicago, IL Prepare for and participate in depositions of M. Crowell and J. Gartrell re KERP Katie J. Welch 01/24/2023	17.00
01/25/23	Michael B. Slade - Michael B. Slade, Travel Meals, New York City, NY Two-day trip to New York City for depositions and client meetings. Michael B. Slade 01/25/2023	97.85
01/26/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, New York City, NY Two-day trip to New York City for depositions and client meetings. Michael B. Slade 01/26/2023	40.00
01/26/23	Michael B. Slade - Michael B. Slade, Travel Meals, New York City, NY Two-day trip to New York City for depositions and client meetings. Michael B. Slade 01/26/2023	13.74
01/26/23	Katie J. Welch - Katie J. Welch, Travel Meals, New York, NY Prepare for and participate in depositions of M. Crowell and J. Gartrell re KERP Katie J. Welch 01/26/2023	13.91
01/26/23	Katie J. Welch - Katie J. Welch, Hotel - Travel Meals, New York, NY Prepare for and participate in depositions of M. Crowell and J. Gartrell re KERP Katie J. Welch 01/26/2023	10.88
	<b>Total</b>	<b>880.57</b>

**Other Court Costs and Fees**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
01/23/23	Miller Advertising Agency Inc - Miller Advertising - New York Times (Business) re Publishing Costs for Publication of NOL Notice.	8,742.32
	<b>Total</b>	<b>8,742.32</b>



**Computer Database Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
01/09/23	Bureau of National Affairs Inc - Bloomberg Dockets Usage for 12/2022 by Jana Cassel	3.69
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by Trevor Eck	20.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by David Hackel	943.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by Lydia Yale	40.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by Brian Nakhaimousa	40.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by Rob Jacobson	26.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by Jimmy Ryan	173.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by David Hackel	335.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by Ziv Ben-Shahar	126.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by Michael Koch	291.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by Isabella Paretti	100.00
	<b>Total</b>	<b>2,097.69</b>

**Westlaw Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
12/06/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 12/6/2022	50.55
12/06/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Nakhaimousa, Brian on 12/6/2022	75.84
12/07/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 12/7/2022	50.55
12/08/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 12/8/2022	25.28
12/12/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 12/12/2022	126.40
12/12/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 12/12/2022	32.92
12/12/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 12/12/2022	75.84
12/13/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 12/13/2022	25.28
12/15/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 12/15/2022	25.28
12/20/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 12/20/2022	220.23
12/20/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Nakhaimousa, Brian on 12/20/2022	25.28
12/22/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Zurek, Mason on 12/22/2022	101.23
12/23/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 12/23/2022	7.99
12/26/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Nakhaimousa, Brian on 12/26/2022	126.39
12/26/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 12/26/2022	108.76
12/27/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 12/27/2022	50.55
12/28/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 12/28/2022	151.67

12/28/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 12/28/2022	25.28
12/28/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 12/28/2022	101.12
12/29/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 12/29/2022	25.28
12/30/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 12/30/2022	151.67
01/03/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 1/3/2023	660.36
01/04/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 1/4/2023	44.89
01/05/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 1/5/2023	74.64
01/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 1/6/2023	449.70
01/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Nakhaimousa, Brian on 1/6/2023	44.89
01/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 1/6/2023	44.89
01/08/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 1/8/2023	346.15
01/08/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 1/8/2023	22.44
01/09/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Boland, Cade on 1/9/2023	44.94
01/10/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 1/10/2023	201.99
01/10/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Boland, Cade on 1/10/2023	44.94
01/12/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Boland, Cade on 1/12/2023	44.94
01/13/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 1/13/2023	253.66
01/15/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jacobson, Rob on 1/15/2023	67.41
01/15/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 1/15/2023	44.89
01/17/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 1/17/2023	969.56

01/18/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 1/18/2023	367.03
01/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 1/19/2023	44.89
01/20/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 1/20/2023	7.10
01/20/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 1/20/2023	67.33
01/21/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 1/21/2023	224.43
01/22/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 1/22/2023	262.85
01/22/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jacobson, Rob on 1/22/2023	22.47
01/23/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ben-Shahar, Ziv on 1/23/2023	179.75
01/23/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 1/23/2023	44.89
01/23/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 1/23/2023	44.89
01/24/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 1/24/2023	89.77
01/24/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 1/24/2023	67.33
01/24/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ryan, Jimmy on 1/24/2023	195.52
01/24/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Lee, Daming on 1/24/2023	131.53
01/25/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 1/25/2023	22.44
01/26/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 1/26/2023	6.79
01/26/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 1/26/2023	135.50
01/26/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 1/26/2023	597.00
01/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Nakhaimousa, Brian on 1/28/2023	89.77

01/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 1/28/2023	134.14
01/31/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Henry, Shayne on 1/31/2023	90.92
	<b>Total</b>	<b>7,770.02</b>

**LexisNexis Research**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
12/13/22	RELX Inc DBA LexisNexis - LexisNexis Research on 12/13/2022 by Michael Koch	51.72
12/20/22	RELX Inc DBA LexisNexis - LexisNexis Research on 12/20/2022 by Michael Koch	304.59
12/29/22	RELX Inc DBA LexisNexis - LexisNexis Research on 12/29/2022 by Zachary Leader	248.05
12/30/22	RELX Inc DBA LexisNexis - LexisNexis Research on 12/30/2022 by Michael Koch	76.14
01/10/23	RELX Inc DBA LexisNexis - LexisNexis Research on 1/10/2023 by Isabella Paretti	1,470.90
01/22/23	RELX Inc DBA LexisNexis - LexisNexis Research on 1/22/2023 by Michael Koch	51.71
01/24/23	RELX Inc DBA LexisNexis - LexisNexis Research on 1/24/2023 by Isabella Paretti	330.38
01/24/23	RELX Inc DBA LexisNexis - LexisNexis Research on 1/24/2023 by Jimmy Ryan	456.71
01/24/23	RELX Inc DBA LexisNexis - LexisNexis Research on 1/24/2023 by Ziv Ben-Shahar	141.15
01/26/23	RELX Inc DBA LexisNexis - LexisNexis Research on 1/26/2023 by Sarah Margolis	238.41
	<b>Total</b>	<b>3,369.76</b>

**Overtime Transportation**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
11/28/22	Christine A. Okike, P.C. - Christine A. Okike, Taxi, Work late - Uber Home. 11/28/2022	43.53
12/06/22	Christine A. Okike, P.C. - Christine A. Okike, Taxi, Work late - Uber Home. 12/06/2022	66.31
12/11/22	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from the office to home. 12/11/2022	17.09
12/11/22	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer to the office. 12/11/2022	64.53
12/13/22	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from the office to home. 12/13/2022	20.17
12/15/22	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from the office to home. 12/15/2022	38.42
01/04/23	Jimmy Ryan - Jimmy Ryan, Taxi office to home, OT. Work late. 01/04/2023	11.99
01/05/23	Francis Petrie - Francis Petrie, Taxi office to home, OT. Work late. 01/05/2023	12.97
01/10/23	Francis Petrie - Francis Petrie, Taxi, office to home, OT. Work late. 01/10/2023	10.98
01/10/23	Margaret Reiney - Margaret Reiney, Taxi, office to home, OT. Work late. 01/10/2023	15.38
01/11/23	Sarah R. Margolis - Sarah R. Margolis, Taxi, office to home, OT. Work late. 01/11/2023	40.29
01/12/23	Brian Nakhaimousa - Brian Nakhaimousa, Taxi, office to home, OT. Work late. 01/12/2023	70.99
01/12/23	Francis Petrie - Francis Petrie, Taxi, office to home, OT. Work late. 01/11/2023	14.64
01/12/23	Francis Petrie - Francis Petrie, Taxi, office to home, OT. Work late. 01/12/2023	14.94
01/24/23	Francis Petrie - Francis Petrie, Taxi, office to home, OT transportation 01/24/2023	12.09
01/24/23	Bill Arnault - Bill Arnault, Taxi, office to home, OT. Work late. 01/24/2023	94.15
01/25/23	Francis Petrie - Francis Petrie, Taxi, office to home, OT transportation 01/25/2023	15.96
01/26/23	Jimmy Ryan - Jimmy Ryan, Taxi, office to home, OT. Work late. 01/26/2023	10.41
01/26/23	Francis Petrie - Francis Petrie, Taxi, office to home, OT transportation 01/26/2023	14.97

01/26/23	Brian Nakhaimousa - Brian Nakhaimousa, Taxi, office to home, OT. Work late. 01/26/2023	69.36
01/27/23	Francis Petrie - Francis Petrie, Taxi, office to home, OT transportation 01/27/2023	12.89
01/30/23	Francis Petrie - Francis Petrie, Taxi, OT transportation to office in the morning. 01/30/2023	12.15
	<b>Total</b>	<b>684.21</b>



**Overtime Meals - Non-Attorney**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
12/19/22	Francis Petrie - Francis Petrie, Overtime Meals - Non-Attorney, New York OT meal. Francis Petrie 12/19/2022	24.37
12/22/22	Francis Petrie - Francis Petrie, Overtime Meals - Non-Attorney, New York OT meal. Francis Petrie 12/22/2022	34.74
01/03/23	Francis Petrie - Francis Petrie, Overtime Meals 01/03/2023	39.61
01/05/23	Francis Petrie - Overtime Meals, Francis Petrie and Margaret Reiney 01/05/2023	64.55
	<b>Total</b>	<b>163.27</b>

**Overtime Meals - Attorney**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
12/18/22	Paretti Isabella J. 12/13/2022 OT Meal	30.64
12/20/22	Sarah R. Margolis - Sarah R. Margolis, Overtime Meals - Attorney, New York, NY OT meal. Sarah R. Margolis 12/20/2022	40.00
12/25/22	Petrie Francis 12/21/2022 OT Meal	35.02
12/25/22	Eck Trevor 12/21/2022 OT Meal	35.02
12/25/22	Paretti Isabella J. 12/19/2022 OT Meal	42.00
01/08/23	Trevor Eck - Overtime Meals - Attorney, New York, OT meal. 1/5/2023	42.00
01/08/23	Brian Nakhaimousa - Overtime Meals - Attorney, New York, OT meal. 1/5/2023	42.00
01/15/23	Francis Petrie - Overtime Meals - Attorney, New York OT meal. 1/13/2023	41.63
01/15/23	Petrie Francis - Overtime Meals - Attorney, New York OT meal. 1/12/2023	42.00
01/15/23	Trevor Eck - Overtime Meals - Attorney, New York OT meal. 1/13/2023	41.63
01/15/23	Ziv Ben-Shahar - Overtime Meals - Attorney, New York, OT meal. 1/11/2023	42.00
01/16/23	Francis Petrie, Margaret Reiney - Overtime Meals - Attorney, New York OT meal. 01/16/2023	72.89
01/24/23	Bill Arnault - Overtime Meals - Attorney, Chicago, OT meal. 01/24/2023	39.48
01/26/23	Francis Petrie - Francis Petrie, Overtime Meals - Attorney, New York OT meal. Francis Petrie 01/26/2023	36.79
	<b>Total</b>	<b>583.10</b>

**Computer Database Research - Soft**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
12/01/22	PACER Usage for 12/2022	1.40
12/01/22	PACER Usage for 12/2022	1.50
12/01/22	PACER Usage for 12/2022	7.00
12/01/22	PACER Usage for 12/2022	18.20
12/01/22	PACER Usage for 12/2022	21.30
12/01/22	PACER Usage for 12/2022	0.20
12/01/22	PACER Usage for 12/2022	0.30
01/01/23	PACER Usage for 01/2023	50.00
01/01/23	PACER Usage for 01/2023	43.50
01/01/23	PACER Usage for 01/2023	100.70
01/01/23	PACER Usage for 01/2023	4.90
01/01/23	PACER Usage for 01/2023	3.20
01/01/23	PACER Usage for 01/2023	9.70
	<b>Total</b>	<b>261.90</b>
<b>TOTAL EXPENSES</b>		<b>\$ 43,518.05</b>

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075887**  
**Client Matter: 54119-28**

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**In the Matter of Pro Se Party Communication**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 3,996.00

Total legal services rendered

\$ 3,996.00

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Trevor Eck	3.00	735.00	2,205.00
Sarah R. Margolis	1.40	995.00	1,393.00
Brian Nakhaimousa	0.40	995.00	398.00
<b>TOTALS</b>	<b>4.80</b>		<b>\$ 3,996.00</b>

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/13/23	Trevor Eck	0.60	Review, revise creditor inquiry tracker re recent pro se communications.
01/19/23	Brian Nakhaimousa	0.40	Conference with claimant re proof of claim process.
01/25/23	Trevor Eck	0.60	Telephone conference with S. Margolis, K&E team re creditor inquiry process (.5); review, revise tracker re same (.1).
01/25/23	Sarah R. Margolis	1.00	Conference with creditor re notice of commencement, case status (.2); correspond with J. Ryan, T. Eck re same (.1); conference with J. Ryan, I. Paretti, T. Eck re creditor inquiries (.5); review creditor inquiries re same (.2).
01/26/23	Trevor Eck	0.60	Review, revise creditor inquiry tracker re outstanding creditor inquiries (.5); correspond with Company, Kroll, S. Margolis, K&E team re creditor inquiry process (.1).
01/28/23	Trevor Eck	0.60	Draft correspondence responses re creditor inquiries.
01/29/23	Trevor Eck	0.60	Draft correspondence responses re creditor inquiries.
01/29/23	Sarah R. Margolis	0.40	Review, revise proposed responses to creditors (.3); correspond with T. Eck, J. Ryan re same (.1).
<b>Total</b>		<b>4.80</b>	

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.  
201 Montgomery St. #263  
Jersey City, NJ 07302

Attn: Jonathan Mayers

**Invoice Number: 1050075888**  
**Client Matter: 54119-29**

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**In the Matter of Wallet Withdrawal Relief**

For legal services rendered through January 31, 2023  
(see attached Description of Legal Services for detail)

\$ 200,841.50

Total legal services rendered

\$ 200,841.50

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Ziv Ben-Shahar	2.70	735.00	1,984.50
Trevor Eck	3.60	735.00	2,646.00
Julia R. Foster	0.80	480.00	384.00
Richard U. S. Howell, P.C.	0.30	1,620.00	486.00
Rob Jacobson	38.50	1,155.00	44,467.50
Mike James Koch	1.10	735.00	808.50
Sarah R. Margolis	36.00	995.00	35,820.00
Christine A. Okike, P.C.	23.90	1,850.00	44,215.00
Isabella J. Paretti	56.80	735.00	41,748.00
Francis Petrie	14.20	1,295.00	18,389.00
Michael B. Slade	3.90	1,855.00	7,234.50
Josh Sussberg, P.C.	1.30	2,045.00	2,658.50
<b>TOTALS</b>	<b>183.10</b>		<b>\$ 200,841.50</b>



**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
01/02/23	Rob Jacobson	3.80	Review, revise notice of adjournment re wallet withdrawal motion, other motions re January 9 hearing (.9); review, revise wallet withdrawal declaration (2.5); correspond with F. Petrie, Company re same (.4).
01/02/23	Sarah R. Margolis	0.30	Review, revise declaration in support of wallet motion.
01/02/23	Christine A. Okike, P.C.	1.20	Review declaration in support of wallet motion.
01/02/23	Isabella J. Paretti	0.90	Review, revise declaration re wallet withdrawal relief (.6); correspond with C. Okike re same (.1); correspond with R. Jacobson and S. Margolis re same (.2).
01/02/23	Isabella J. Paretti	2.10	Review, revise memo re wallet withdrawal objections (1.8); correspond with R. Jacobson re same (.1); review docket re same (.1); review Company information re wallet accounts re same (.1).
01/02/23	Francis Petrie	0.70	Review, analyze objections re wallet motion.
01/03/23	Rob Jacobson	3.00	Review, revise declaration in support of wallet motion (.9); correspond with Company re same (.1); review, analyze objections re wallet withdrawal motion (1.5); review, revise memorandum re same (.3); correspond with Walkers team re same (.2).
01/03/23	Sarah R. Margolis	1.50	Correspond with R. Jacobson, I. Paretti re wallet declaration (.3); revise, revise same (1.2).
01/03/23	Christine A. Okike, P.C.	1.10	Telephone conference with Company, F. Petrie, K&E team re wallet motion (.7); review declaration in support of Wallet motion (.4).
01/03/23	Isabella J. Paretti	3.90	Correspond with R. Jacobson re company comments re wallet withdrawal relief (.1); draft declaration re same (.2); review objection re same (.3); correspond with R. Jacobson re same (.1); review, analyze objections re same (1.2); revise draft of declaration re same (1.7); correspond with F. Petrie re same (.2); correspond with C. Okike, K&E team re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/03/23	Michael B. Slade	0.90	Telephone conference with F. Petrie, K&E team re wallet motion considerations (.4); revise pleading re same (.5).
01/04/23	Trevor Eck	3.60	Review, analyze filed pro se objections re new objections to wallet withdrawal motion (2.3); draft mail objection tracker re same (1.3).
01/04/23	Sarah R. Margolis	1.80	Correspond with I. Paretti re objections, objection tracker to wallet motion (.3); review, analyze objection tracker (.2); draft reply motion (1.0); correspond with R. Jacobson re reply (.2); telephone conference with I. Paretti re same (.1).
01/04/23	Christine A. Okike, P.C.	1.50	Analyze wallet motion objections.
01/04/23	Isabella J. Paretti	1.70	Review, revise tracker re wallet withdrawal objections (1.1); correspond with S. Margolis re same (.3); correspond with F. Petrie re same (.2); correspond with T. Eck re same (.1).
01/04/23	Francis Petrie	1.30	Telephone conference with customer re wallet funds (.2); review objection to wallet motion (.5); correspond with I. Paretti, K&E team re status of objections (.2); correspond with Company re digital asset positions (.4).
01/04/23	Michael B. Slade	1.20	Review objections to wallet motion (1.0); correspond with F. Petrie, K&E team re same (.2).
01/05/23	Ziv Ben-Shahar	2.70	Correspond with S. Margolis, M. Koch re BlockFi wallet motion objections (.3); review, analyze objections re same (1.4); draft responses re same (1.0).
01/05/23	Julia R. Foster	0.80	Prepare objection binder for R. Jacobson (.5); draft binder index re same (.3).
01/05/23	Rob Jacobson	1.20	Review, analyze objections to wallet withdrawal motion.
01/05/23	Mike James Koch	1.10	Review, analyze wallet withdrawal objections (1.0); correspond with Z. Ben-Shahar re same (.1).
01/05/23	Sarah R. Margolis	0.40	Correspond with R. Jacobson, I. Paretti re wallet reply diligence (.2); draft reply re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/05/23	Isabella J. Paretti	6.90	Research case law re wallet withdrawal motion objections (3.4); draft, revise reply re same (3.2); correspond with S. Margolis re same (.3).
01/05/23	Isabella J. Paretti	2.40	Review, revise tracker re wallet withdrawal objections (1.1); correspond with F. Petrie re same (.1); correspond with C. Okike re same (.1); draft response to SEC re wallet withdrawal motion (.9); correspond with R. Jacobson re same (.1); correspond with S. Margolis re same (.1).
01/05/23	Francis Petrie	0.60	Correspond with R. Jacobson, K&E team re wallet objections (.4); correspond re SEC language re same (.2).
01/06/23	Rob Jacobson	0.40	Correspond with Brown Rudnick team re wallet withdrawal order (.1); review, revise order re same (.3).
01/06/23	Christine A. Okike, P.C.	0.50	Telephone conference with SEC re Wallet motion (.2); telephone conference with Reed Smith re same (.3).
01/06/23	Isabella J. Paretti	0.50	Draft response to SEC requests re wallet (.4); correspond with S. Margolis re same (.1).
01/06/23	Francis Petrie	0.20	Correspond with R. Jacobson, K&E team re SEC language to wallet order.
01/07/23	Sarah R. Margolis	0.70	Review, revise summary re attempted transactions re wallet motion.
01/07/23	Isabella J. Paretti	0.30	Review, revise draft re wallet motion (.2); correspond with S. Margolis and R. Jacobson re same (.1).
01/07/23	Francis Petrie	0.90	Review wallet objections (.7); correspond with R. Jacobson, K&E team re same (.2).
01/08/23	Sarah R. Margolis	6.90	Review, analyze wallet diligence re SEC questions (.5); review, revise wallet reply re same (.6); review, revise reply re wallet motion (4.0); review, analyze diligence, case law re same (1.8).
01/08/23	Christine A. Okike, P.C.	0.60	Telephone conference with Berkeley Research Group re wallet issues (.3); telephone conference with Brown Rudnick re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/08/23	Isabella J. Paretti	2.90	Review, revise language re SEC-related considerations re wallet order (.3); correspond with S. Margolis and F. Petrie re same (.1); research re arguments re wallet motion objections (1.2); correspond with S. Margolis re same (.3); review, revise reply in support of wallet motion (.7); correspond with R. Jacobson re same (.1); correspond with R. Jacobson re tracker re wallet objections; (.1); review docket re same (.1).
01/09/23	Rob Jacobson	10.40	Review, revise reply re wallet withdrawal motion (3.9); review, analyze objections to wallet withdrawal motion re same (2.6); further review, revise reply in support of wallet withdrawal motion (3.9).
01/09/23	Sarah R. Margolis	2.80	Draft diligence request list re wallet reply (.3); correspond with I. Paretti re same (.1); review, revise response to UCC re platform pause communications (.4); correspond with R. Jacobson re wallet pleadings, diligence documents (.2); review, revise wallet reply (1.7); correspond with C. Okike, M. Slade re declaration (.1).
01/09/23	Isabella J. Paretti	6.00	Review revise tracker re wallet withdrawal motion objections (1.9); correspond with S. Margolis re same (.1); review research re case law re objections to wallet motion (.2); draft correspondence to UCC re wallet related diligence requests (1.3); correspond with S. Margolis re same (.2); correspond with F. Petrie re same (.1); analyze, compile diligence re same (1.0); draft internal diligence list re wallet related matters (.6); correspond with R. Jacobson re same (.2); research re adversary proceeding re wallet motion (.3); correspond with S. Margolis re wallet declaration (.1).
01/09/23	Francis Petrie	1.80	Review wallet declaration (.6); review and compile UCC diligence re same (.7); correspond with K&E team re same (.5).
01/09/23	Michael B. Slade	1.10	Review, revise declaration re wallet motion.
01/09/23	Josh Sussberg, P.C.	0.20	Comment on correspondence from UCC re wallet motion extension.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/10/23	Rob Jacobson	6.10	Review, revise reply re wallet withdrawal relief (3.1); correspond with I. Paretti, S. Margolis re same (.6); draft chart exhibit re reply in support of wallet relief (1.3); review, revise reply re wallet withdrawal relief (1.1).
01/10/23	Rob Jacobson	2.50	Review, revise reply in support of wallet withdrawal motion.
01/10/23	Sarah R. Margolis	5.90	Telephone conference with I. Paretti re wallet reply (.2); review, revise wallet reply (3.9); review, analyze terms of service, Company communication, case law re same (1.8).
01/10/23	Christine A. Okike, P.C.	1.90	Review and analyze wallet issues.
01/10/23	Isabella J. Paretti	9.40	Draft exhibit to wallet withdrawal reply (.2); correspond with R. Jacobson, S. Margolis re possible exhibit re wallet withdrawal reply (1.1); review, revise same (3.9); correspond with F. Petrie re same (.2); review, revise declaration re same (3.5); correspond with R. Jacobson, S. Margolis re same (.3); correspond with M. Slade, C. Okike re same (.2).
01/11/23	Rob Jacobson	1.60	Telephone conference with I. Paretti, S. Margolis re wallet withdrawal reply, declarations in support of relief (.7); review, analyze filed objections, precedent (.9).
01/11/23	Sarah R. Margolis	6.40	Review, revise wallet order (.2); review, analyze private client accounts (.2); correspond with R. Jacobson re same (.1); review, revise reply (3.4); review, revise declaration (2.5).
01/11/23	Christine A. Okike, P.C.	1.40	Telephone conference with Company, M3, Brown Rudnick, Berkeley Research Group, F. Petrie, K&E team re wallet motion (1.1); correspond with same re preference analysis re same (.3).
01/11/23	Isabella J. Paretti	5.10	Review, revise declaration re wallet withdrawal motion (1.9); conference with S. Margolis re same (2.7); conference with R. Jacobson, S. Margolis re same (.5).
01/12/23	Sarah R. Margolis	2.40	Review, revise wallet reply.
01/12/23	Christine A. Okike, P.C.	1.70	Review wallet diligence (1.1); telephone conference with management re same (.3); review wallet talking points (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Isabella J. Paretti	6.20	Review exhibit re wallet withdrawal motion (1.1); revise same (3.9); conference with S. Margolis re same (.1); correspond with S. Margolis re same (.2); review, revise proposed order re wallet withdrawal motion (.3); review, revise reply re same (.5); correspond with R. Jacobson re same (.1).
01/12/23	Francis Petrie	0.80	Review and revise exhibits re wallet motion.
01/13/23	Sarah R. Margolis	0.60	Review, revise exhibits re wallet objection reply (.3); review, revise wallet reply (.3).
01/13/23	Christine A. Okike, P.C.	2.50	Telephone conference with Company and BRG re UCC wallet diligence (.5); telephone conference with Brown Rudnick, Troutman Pepper, Haynes and Boone, F. Petrie, K&E team re same (.6); telephone conference with Haynes and Boone re same (.2); analyze wallet strategy (1.2).
01/13/23	Isabella J. Paretti	1.00	Review, revise reply re wallet withdrawal motion (.8); correspond with S. Margolis re same (.1); correspond with R. Jacobson re same (.1).
01/14/23	Isabella J. Paretti	0.60	Review wallet withdrawal motion and objections (.4); correspond with R. Jacobson re same (.2).
01/15/23	Rob Jacobson	3.80	Review, revise wallet withdrawal reply (2.5); draft summary of issues re same (.6); review, analyze objections, objection tracker re same (.7).
01/15/23	Sarah R. Margolis	2.40	Review, revise wallet reply, chart (1.5); correspond with I. Paretti re same (.2); research case law re contract interpretation (.3); review, analyze objections re same (.4).
01/15/23	Isabella J. Paretti	3.90	Review, revise reply re wallet motion (2.8); correspond with R. Jacobson and F. Petrie re same (.1); correspond with S. Margolis re same (.2); conference with M. Shakleton re Bermuda case law inquiry (.3); research re same (.5).
01/17/23	Christine A. Okike, P.C.	0.20	Analyze wallet issues.
01/18/23	Christine A. Okike, P.C.	1.40	Review UCC wallet diligence requests (.5); analyze wallet issues (.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/18/23	Francis Petrie	1.60	Review wallet analysis summaries (1.0); correspond with C. Okike, K&E team re same (.3); draft updates re same (.3).
01/19/23	Richard U. S. Howell, P.C.	0.30	Telephone conference with F. Petrie re wallet motion.
01/19/23	Rob Jacobson	1.10	Draft wallet statement (.8); correspond with F. Petrie re same (.3).
01/19/23	Christine A. Okike, P.C.	1.40	Review wallet analysis (.5); telephone conference with Company, Berkeley Research Group, F. Petrie, K&E team re same (.9).
01/19/23	Francis Petrie	1.00	Telephone conference with C. Okike, Company, BRG re wallet presentation.
01/19/23	Michael B. Slade	0.20	Telephone conference with J. Sussberg, C. Okike re wallet motion.
01/19/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re wallet motion and next steps.
01/20/23	Rob Jacobson	4.60	Draft statement with respect to wallet withdrawal relief (3.8); correspond with F. Petrie, K&E team re same (.8).
01/20/23	Christine A. Okike, P.C.	3.40	Review statement re wallet motion (.9); telephone conference with Brown Rudnick, Troutman Pepper and Haynes and Boone teams re wallet motion (.3); telephone conferences with Haynes and Boone re follow up re same (.5); review wallet analysis (1.7).
01/20/23	Francis Petrie	4.50	Draft wallet statement (3.8); correspond with Company, R. Jacobson, K&E team re same (.5); arrange for filing of same (.2).
01/20/23	Josh Sussberg, P.C.	0.70	Correspond with F. Petrie re UCC status and letter to Court re wallet motion (.1); review and revise statement re wallet motion (.5); correspond with R. Stark re same (.1).
01/23/23	Christine A. Okike, P.C.	1.40	Review wallet preference analysis.
01/24/23	Sarah R. Margolis	3.00	Telephone conferences with J. Ryan, I. Paretti re wallet accounts, bar date research (.4); research case law re proof of claim re wallet accounts (1.5); review, revise summary re same (.4); review, analyze wallet statement, UCC objection re diligence (.7).
01/24/23	Francis Petrie	0.80	Review UCC response to wallet declaration (.6); correspond with F. Petrie, K&E team re ad hoc group letter and discovery requests (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/25/23	Sarah R. Margolis	0.10	Review, analyze wallet statement, UCC objection re UCC diligence.
01/25/23	Christine A. Okike, P.C.	0.60	Analyze wallet strategy.
01/25/23	Isabella J. Paretti	1.10	Draft wallet withdrawal motion (.5); review pleadings re same (.4); correspond with F. Petrie re same (.2).
01/25/23	Josh Sussberg, P.C.	0.10	Correspond with Z. Prince re wallet motion.
01/26/23	Christine A. Okike, P.C.	0.20	Correspond with UCC and ad hoc group re wallet motion.
01/26/23	Isabella J. Paretti	1.30	Review diligence list re wallet withdrawal motion (.3); research re same (.5); draft summary re same (.3); correspond with S. Margolis re same (.2).
01/26/23	Josh Sussberg, P.C.	0.20	Conference with Company re wallet hearing.
01/27/23	Sarah R. Margolis	0.80	Review ad hoc committee diligence requests re wallet (.7); correspond with I. Paretti re same (.1).
01/30/23	Christine A. Okike, P.C.	1.90	Review wallet pleadings filed by UCC and ad hoc group (1.4); telephone conference with Brown Rudnick, Troutman Pepper, Haynes and Boone, F. Petrie and K&E team re wallet contested issues (.5).
01/30/23	Isabella J. Paretti	0.60	Review diligence, objections re wallet withdrawal motion (.5); correspond with R. Jacobson re same (.1).
01/30/23	Michael B. Slade	0.50	Telephone conference with UCC, C. Okike, Haynes and Boone re wallet considerations (.4); review correspondence from C. Okike re same (.1).
01/31/23	Christine A. Okike, P.C.	1.00	Telephone conference with Reed Smith re wallet (.3); review wallet preference analysis (.7).
<b>Total</b>		<b>183.10</b>	